



MYANMAR INSTITUTE OF DIRECTORS

ANNUAL REPORT 2020

September 2021 - Yangon

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MESSAGE FROM THE CHAIRMAN



Dear MloD Community,

I am proud to serve as the current Chairman of the Myanmar Institute of Directors, an organization I have been involved with since its inception.

As the first independent, private sector-led organization to promote corporate governance standards and practices in Myanmar, the MloD strives to be the leading institution serving companies and board directors on improving their skills and standards of governance. The MloD began with great momentum and all the elements for success - endorsement and support from key stakeholders, buy-in from pertinent institutions within the Public Sector Institution and top leaders in the business community.

Recently, we have faced significant headwinds with the COVID-19 pandemic and changes in some of our key donor organisations. The board, the members and the management team remain committed to the mission and vision of the MloD and the institute continues to deliver relevant activities during this challenging period.

Good governance is more important than ever with a challenging operating environment faced by many of the companies in Myanmar and the world, and we are delighted that the MloD has become an integral part to provide the necessary thought-leadership and support to the Myanmar business community.

I am looking forward to seeing you virtually at the Annual General Meeting. After this AGM, I will be stepping down as Chairman to give others an opportunity to lead this cornerstone institution and will look forward to continue contributing as a board member and supporter.

Whether you are a member, a trainer, a patron, a donor, a volunteer, or fellow board member, I thank you for your service and support as we strive to provide the best support to Myanmar's public and private sectors by continuing to strengthen corporate governance in our country.

Yours sincerely,

A handwritten signature in black ink, consisting of a stylized 'A' followed by a long horizontal stroke that tapers to a point on the right.

Aung Zaw Naing

Chairman of MloD

UPDATE FROM THE CEO



Dear MloD Community,

I have had the privilege of serving as the CEO of the Myanmar Institute of Directors since July 2020. The impetus to put myself forward for this role stems from the fact that I would like to see this worthwhile initiative continue to take root and thrive in Myanmar's corporate landscape, ensuring that the efforts of many persons and organisations are built upon.

Upon joining I proposed to the board a 24-month work plan with an intensive first 6 months focusing on the following key items:

1. Organisational Strength & Sustainability
 - a. Direction & Governance
 - i. Finalise and agree strategy and business plan. Get Board and team buy-in.
 - ii. Board elections - ensure MloD governance is secure with a committed board.
 - b. Financing
 - i. Shore up funding and donor support.
 - ii. Review and set budget: Work plan and budget projection for 5-years. Seek board approval.
 - c. Team
 - i. Review and build team: Assess team composition, right persons in right roles.
 - d. Operations
 - i. Review operational infrastructure and capabilities: Efficiency of team, efficiency of systems, appropriateness of office space.
 - ii. Review standard operating procedures, standards of conduct, goals, and priorities: Amend and set new ones as required.
2. Board Expertise & Professionalism
 - a. Director Qualifications & Training
 - i. Re-engage and re-energise cadre of trainers, assess trainer capacity and appetite to train. Provide additional resources and refresher train-the-trainer sessions.
 - ii. Course and curriculum: Review current courses and curriculum and develop where necessary to ensure alignment with goals and objectives
 - b. Peer-to-peer Platform
 - c. Board Consultation

3. Thought Leadership & Advocacy
 - a. Publications & Research
 - i. Establish communication and publications plan and calendar
 - ii. Initiate CG best practices sharing plan including identifying and building relationships with partner organisations
 - b. CG Scorecard
 - c. Capital Markets Development
 - d. Policy & Reform Advocacy

4. Ecosystem Building
 - a. Government Sector
 - i. Key departments and ministries - courtesy calls, reintroduce MloD mission and strategy, reaffirm support.
 - b. Donors and International Organisations
 - i. Patron organisations and individuals - reintroduce MloD mission and strategy. Reaffirm support.
 - c. Corporates
 - i. To engage once product offerings are clear and agreed
 - d. Wider Ecosystem
 - i. Review member engagement
 - ii. Establish events schedule

One of the key actions undertaken was the review of the MloD's medium term strategy, which was formulated in a series of consultations and workshops with members, supporters, key stakeholders, and the board. The discussions and the outcome can be read in detail further in this annual report.

I am delighted to report that we were able to complete or initiate most of the action points despite the impacts of Covid-19. The institute has the following activities and achievements since its inception and particularly during this reporting period:

Learning Series & Events

The MloD has graduated 5 cohort groups from our flagship Director Certification Program (DCP), totaling 147 certified directors and significantly enhancing the pool of well-qualified directors to serve on the boards of Myanmar companies. Despite the challenges of COVID-19 enforced lockdown and social-distancing, MloD delivered over 22 courses, 24 workshops and seminars on important governance topics.

Noteworthy Activities

The MloD Member Update & Networking, a virtual member-only networking event with knowledge sharing sessions from MloD board members and networking sessions through Zoom breakout rooms between members with each MloD board members. MloD together with IFC provided 3 Training of the Trainer sessions to refresh part of the MloD board and trainer cadre.

Membership

MloD's membership has gone from strength to strength and stands at 222 directors and C-level executives. We have recently enhanced benefits for Certified and Professional Members with no additional fees and created two new membership categories called Associate Membership and Corporate Membership. In order to ensure a high level of professionalism, we also now require Certified directors must attain a minimum of 8 CDE credits per year to maintain their status.

Systems

MloD migrated our membership and events management to GlueUp, a CRM and Membership platform and started using a cloud-based software called QuickBooks and enhanced our online teaching capabilities with tools such as Zoom with breakout room and interactive polling and presentation platforms such as Mentimeter.

Networks, Outreach and Publications

MloD started a monthly CG series with the Myanmar times and published a first column titled "Five Things You Should Know About Corporate Governance". We also signed a number of memorandums of understanding with partner organisations such as business chambers to jointly promote corporate governance in Myanmar and also initiated regular conversations and collaboration with other institutes of directors in the region.

I am humbled to serve the institute as your current CEO and will also look forward to serving as a member and trainer for years to come. We are facing challenging times and I firmly believe that a well-functioning and well-regarded MloD strengthens Myanmar's private sector, and therefore contributes to job-creation, economic and social development. To that end, I would like to thank our members, donors, supporters, trainers, partners, patrons, and our wider community for your continue support of the MloD and especially to the board and the team for your dedication and hard work.

Yours sincerely,



Thiri Thant Mon

CEO of MloD

ABOUT THE MYANMAR INSTITUTE OF DIRECTORS

The Myanmar Institute of Directors (MloD) is an independent organisation promoting corporate governance standards and best practices in Myanmar. MloD was registered as an association under the Myanmar Companies Act 2018 on 27th May 2018 and received Registration No. 117844943.

Governed by a board of directors comprising both public and private sector representatives, the institute aims to advance board professionalism, promote business ethics and transparency, create networks between corporate leaders and stakeholders, and boost investor confidence in Myanmar's private sector.

Our board members are a diverse group of business leaders and advocates of good corporate governance in Myanmar. They include senior officials from key regulatory bodies such as the Directorate of Investment and Company Administration (DICA) and the Securities and Exchange Commission of Myanmar (SECM), as well as prominent company CEOs and heads of organisations representing market stakeholders.

MloD was formed with support from the International Finance Corporation (IFC), a sister organisation of the World Bank and a

member of the World Bank Group, and the governments of Australia and the United Kingdom. It builds on the work initially carried out by the U.K.-Myanmar Financial Services Taskforce and the Myanmar Corporate Governance Initiative.



OUR VISION STATEMENT

To strengthen Myanmar by advancing the highest level of ethical values, corporate governance, and the professional development of directors.



OUR MISSION STATEMENT

- To promote excellence in corporate governance standards and their application by companies and organisations;
- To develop effective leaders who govern businesses and institutions with highest world class ethical standards;
- To improve the efficiency, effectiveness and professionalism of boards and board directors;
- To enhance investor confidence in Myanmar's private sector and capital markets.

STRONGER GOVERNANCE | STRONGER INSTITUTIONS | STRONGER MYANMAR

BOARD PROFILE AND TEAM PROFILE

OUR CURRENT BOARD OF DIRECTORS

PATRONS



U SOE WIN



U AUNG NAING OO



PROFESSOR DR. AUNG TUN THET

BOARD OF DIRECTORS



U AUNG ZAW NAING, CHAIRMAN



U THANT SIN LWIN



DAW TIN MAY OO



DAW KHINE KHINE NWE



U THURA KO KO, VICE-CHAIRMAN



DR. LU MON



MR. MATTEO MARINELLI



MR. MELVYN PUN



U MIKE PHONE MYINT



DAW MUYAR LUNBECK



DAW SANDRA MIN @ KHINE SANDAR MIN



DR. TUN THURA THET



MS. VICKY BOWMAN



DAW WIN WIN TINT

Our board members are a diverse group of business leaders and advocates of good corporate governance in Myanmar. They include senior representatives of key regulatory bodies such as the Directorate of Investment and Company Administration and the Securities and Exchange Commission of Myanmar, prominent company CEOs, and heads of organisations representing market stakeholders.

OUR EXECUTIVE TEAM

Our executive team at the MloD dedicated to the practice promoting excellence in corporate governance standards and their application. We are enthusiastic about what we do, are exceptional at what we do for our current level of excellence and are driven to achieve results through collaboration. We have high quality and integrity standards. All efforts and accomplishments are recognized, not only through monetary compensation, but also through increased self-esteem and self-worth because of ongoing professional and personal development.

THIRI THANT MON, CEO



Thiri Thant Mon serves as a part-time CEO of the Myanmar Institute of Directors. Thiri brings over 20 years of experience with top international and Myanmar organisations. Before returning to Myanmar in 2013, she was a capital markets investment banker with Morgan Stanley in London helping institutional clients raise multi-billion dollar financings. Upon her return, she was a member of the executive committee and Head of Corporate Development at Yoma Strategic Holdings. She founded Pegu Partners – previously named Sandanila – a capital and investment advisory firm, in 2015. Thiri started her career in 2000 in the US with Capital One.

Deeply passionate about education, empowerment and the transition of Myanmar into a vibrant member of the global community, Thiri supports initiatives related to corporate governance, institutional capacity building and attracting investment and intellectual capital into Myanmar. She is a Steering Committee Member of UK DFID's Business for Shared Prosperity private sector development programme. She also enables and shares voices and ideas of others by founding and organising TEDxYangon.

Thiri serves as a member of the board of directors of Dawn Microfinance and the British Chambers of Commerce Myanmar and is a trustee for several charities including the Yangon Heritage Trust and Turquoise Mountain Foundation, a Prince of Wales Charity. She is fully bi-lingual in English and Myanmar having studied in the Myanmar education system through high school and also dedicated years learning Japanese, Spanish and Russian. Thiri holds a degree in Economics with a minor in Finance from William & Mary and an MBA from the London Business School.

THIN MYAT THU, OFFICE MANAGER



Thin Myat Thu is an Admin and Finance Manager of MIOD since 2019 February and responsible for correspondence with Corporate related, HR and Finance matters. Thin has more than 15 years of Admin, Finance and Marketing experience in foreign investment companies and got a Bachelor degree of B. Econ (Economics) form Yangon Institute Economics.

SU TAR YAR, PROGRAM OFFICER



Su Tar Yar joined the Myanmar Institute of Directors since March 2019 as Program Officer focusing on Training, Events and Webinar Management and Membership Development and often assists Technical Support. Before joining MIOD, she worked at City Press Pile Construction Co., Ltd. and Koe Koe Tech Co., Ltd. She holds Master's Degree in Business Administration from the University of Northampton, UK and Bachelor's Degree in Business Management from National Management Degree College.

HTET HTET NAING, EVENT AND DIGITAL MARKETING OFFICER



Htet Htet Naing joined the Myanmar Institute of Directors since November 2020 as Event and Digital Marketing Officer. Htet is currently responsible for developing, designing layouts of communications and delivering other digital assets. Prior to joining MIOD, Htet worked at ES Signature Co., Ltd and European Chamber of Commerce Myanmar. She earned a B.A in International Relations from University of Yangon and a B.Sc. (Hons) in Business Information Technology from University of Greenwich, UK.

LOGO UPDATE

Since the MloD's slogan is upgraded, the logo is additionally upgraded. The new slogan makes up with three strategic outcomes.

- Stronger Governance,
- Stronger Institutions,
- Stronger Myanmar.

These three components of strategic outcomes are the statements that MloD is trying to achieve to strengthen Myanmar.

UPGRADED LOGO WITH NEW SLOGAN



STRONGER GOVERNANCE | STRONGER INSTITUTIONS | STRONGER MYANMAR

UPGRADED SLOGAN WITH THREE STRATEGIC OUTCOMES

STRONGER GOVERNANCE | STRONGER INSTITUTIONS | STRONGER MYANMAR

PARTNERS



ALLEN & GLEDHILL

IFC:

IFC, through the Investment Climate and Competitiveness Program (ICCP) with funding from the UK and Australian governments covered:

Start-up Costs: IFC covered: (a) legal fees; (b) setup design and planning; (c) initial marketing; (d) launch event; and e) training materials development for the director certification.

Running Costs: For the year 2019, IFC covered technical assistance in developing an initial training curriculum, train the trainer programs, delivery of corporate governance training; and delivery of seminars/awareness events.

Funding ended December 2020

DaNa Facility:

The DaNa Facility with funding from the UK and Australian governments supported MloD's secretariat operations including office setup and IT equipment as well as salaries for staff.

Funding ended May 2021

Allen & Gledhill (Myanmar)

Allen & Gledhill (Myanmar) provided corporate secretarial support with an Allen & Gledhill professional serving as MloD's Board Secretary on a pro bono basis.

Support continuing at present

THANK YOU FOR YOUR HELP AND SUPPORT

The Board and the management of MloD sincerely thank all of our past and present supporters, funders, trainers who have been crucial to enable the activities of MloD. Thanks are due to our patrons H.E. Minister U Aung Naing Oo, and Prof. Dr. Aung Tun Thet, and officials from DICA, SECM and UMFCCI for continuous help and support, in particular to Director General U Thant Sin Lwin of DICA, Commission Member Daw Tin May Oo of SECM and Joint Secretary General Daw Khine Khine Nwe of UMFCCI for supporting MloD as ex-officio board members, Deputy Director General U Min Zaw Oo of DICA, Director U Myo Min of DICA, Director General U Kyi Zin Tun of SECM, Director Daw Ei Sein Sein Kywe of SECM for being point contacts for the MloD.

The support from IFC and the DaNa facility have concluded with significant positive outcomes and benefits to the MloD. We sincerely extend special thanks to Mr. Anar Aliyev and Daw Htoi Seng Ra of the IFC's Corporate Governance team, whose tireless and passionate support made the MloD and many of its activities possible. Further special thanks go to Mr. Peter Brimble, Mr. Mark Birnbaum, Mr. Steve Khawaja, Daw Zin Mar Kyin and Daw Chit Su Mon of the DaNa Facility, who worked closely with the MloD and enabled funding and other essential support and to Ms. Ada Ingawanij who provided invaluable support in improving the MloD and connecting us to key contacts regionally.

More thanks go to Ms. Divya Damaraju of Allen & Gledhill and Ms. Christa Avery of AOK Associates before her, for serving as extremely capable board secretaries, and to our trainers Mr. Anar Aliyev from IFC, Mr. Mark Livingston from Mission Legal, Daw Muiyar Lunbeck from The World Bank Group, Ms. Quek Ling Yi from Dentons Myanmar Limited, Daw Thaw Dar Sein from Allen and Gledhill (Myanmar), Daw Thin Thin Myat from The World Bank Group, Daw Thuzar Win from Alpha Power Engineering Ltd., and Daw Wah Wah Min from Skills for Success Recruitment and Human Resource Service for supporting MloD training activities.

Our regional networks have been more important than ever as MloD seeks to build bridges and leverage on the experiences and expertise of our sister institutes. We are grateful to Mr. Ferry de Bakker, Governing Council Member of the Singapore Institute of Directors (SID) and Ms. Michele Kythe Lim and her colleagues Ms. Jackie Mah, Ms. Diana Seow, Ms. Vivian Ko, Mr. Khabirudeen Pulaver of the Institute of Company Directors Malaysia (ICDM) for their constant friendship and support.

While not all individuals who have supported us have been named above, please know that we are extremely grateful for all support, big and small.

STRATEGY WORKSHOPS

MloD ran three types of strategy workshops in August 2020 the Board of Directors', Trainers and Partners' and Members' (English session and Myanmar session) to review the MloD's strategy by focusing on three key questions: 1) Who are we? (Purpose & Priorities), 2) What we do? (Training, Advocacy, Ecosystem), and 3) How do we do it? (Funding, Operations & Delivery). The participants joined the workshop both in person as well as with Zoom Dial-in due to COVID-19 restrictions.

Board of Directors' Strategy Workshop

17th August 2020



Trainers' and Partners' Strategy Workshop

20th August 2020



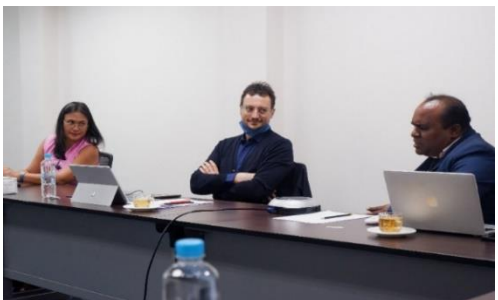
Members' Strategy Workshop

25th August 2020 (Myanmar Session)



Members' Strategy Workshop

25th August 2020 (English Session)



STRATEGY

STRATEGIC CONTEXT

The Myanmar Institute of Directors (MloD) was started in 2018 with strong elements for success - endorsement and support from key stakeholders, buy-in from pertinent institutions within the Myanmar government and top leaders in the business community. The initial stage served as proof of concept of the need for an institution such as the MloD, which was embraced by the wider business and government population. To date, the Institute has been successful in introducing the concept of good corporate governance in Myanmar – virtually unknown until a few years ago - and organising well attended trainings for companies and regulators.

The initial stage also informed the needs that are yet to be served and the focus and choices that the MloD must make in order to be a relevant and impactful institution for Myanmar. The MloD has a unique opportunity in that understanding of governance values and principles is at an embryonic stage in Myanmar. This nearly blank slate gives us the opportunity to educate several of leaders in the values of good governance. We can instil in these leaders the concept that good governance is not about ticking boxes but about truly helping their businesses and organisations run better, build trust with their stakeholders, increase access to capital and ultimately leads to more sustainability and success for their organisations and for Myanmar as a whole.

In July 2020, the interim board of the MloD was further supplemented by new elected members to form a permanent board along with appointment of a new CEO. A strategy exercise was initiated by this leadership team. The resulting medium strategy presented here covers the periods of 2021 to 2023 and serves as a guide to formulate and execute a vision that will strengthen the foundations of MloD and continue to build it for lasting success.

STRENGTHEN FOUNDATIONS AND BUILD FOR LASTING SUCCESS

A series of interviews and workshops were conducted over the course of August and September 2020 to gain insights and input from the board of directors, members, facilitators, contributors, donors, and other key stakeholders to reflect on the MloD and inform the strategic needs. Three fundamental questions anchored the discussions at these strategy workshops: 1) Who are we? 2) What do we do? 3) How do we do it?

Who are we?

This question aims to review the MloD’s reason for existence and its identity. It informs the core of what the MloD is.

The MloD has an overarching objective to raise corporate governance levels in Myanmar. As an institute of directors, this is accomplished by raising professional standards and knowledge of board directors and the functioning of boardrooms. At the same time, as a members-based organisation, we have an obligation to serve our members and their needs. In certain jurisdictions, the focus on member needs extend beyond standards and education to advocacy efforts including input into policy and lobbying on issues that impact boards and board directors. We considered weighing of our focus between these objectives.

Topics Discussed



Being an education and knowledge institute came out as a clear identity for MloD that we should continue to enhance and build on. There is a clear call from businesses to help transform into professionally run companies with increased productivity that are ready for external stakeholders such as lenders and investors. Education is a key activity that enables the MloD to meet the missions to promote excellence in corporate governance standards and their application by companies and organisations, and to improve the efficiency, effectiveness and professionalism of boards and board directors.

At the same time, there was a clear message that to merely focus on board education and building corporate governance at directors' level alone will not be enough at this nascent stage in the development of corporate governance understanding in Myanmar. The MloD can help speed up corporate governance adoption by expanding the audience for corporate governance awareness.

Therefore, the MloD's other task is to help create a good corporate governance within the wider ecosystem by raising the standard of understanding of the fundamental concepts within companies and also with key stakeholders in the government and the general public. The strategy aims to provide CG education and awareness to a wider range of communities beyond the boardroom, with deep expertise-based training for board directors.

To encourage boardroom changes, the MloD will create a network of qualified directors where knowledge, experiences, best practices, and progress can be shared and compared. The MloD will be a platform for boards and board directors to connect and form a peer-to-peer network to enable belonging to a group of leaders on a learning and excellence journey.

Private sector development is aided by corporate governance as well as good policies and institutional reforms that contribute to the sustainability and health of companies. Overtime, the MloD will ensure that views of directors and companies are

heard by the right bodies and provide inputs in relevant areas of policy. This will be through the supporting institutions such as the SECM, DICA and YSX as well as other relevant government departments and international technical advisors supported by multilateral institutions.

What do we do?

These are activities undertaken by the MloD in order to realise our vision and mission.

The MloD will focus on six key activities:



Education: MloD will continue to build on the core set of courses that are currently offered including the flagship Director Certification Programme. In addition, we will introduce a fundamentals curriculum that provides awareness of corporate governance at the introductory level, as well as a professional development roadmap for directors, starting with aspiring directors to current board directors.

In order to make training effective for Myanmar board directors, MloD will continually review our curriculum to ensure that the content is relevant and fit for purpose. We will localise content and provide relatable examples and case studies to provide practical implementation roadmaps. Increased Myanmar language content on the MloD website and course materials also form a core part of this strategy as does continual investment in establishing and supporting a cadre of qualified trainers with relevant background experience and skills.

Specific curriculums such as non-profit governance and SME governance will be introduced dependent on resources and dedicated funding.

Membership: The MloD will focus on widening the membership base with an aim to support individual directors as well as organisations in their corporate governance journeys. In addition to current individual member categories of certified and regular members, the MloD will explore adding affiliate memberships to welcome SMEs, academics, researchers, and students. We will also add a corporate member category in order to support organisational governance improvement.

The MloD will be a platform for board chairs and board directors to have candid and guided dialogues with peers to benefit from one another's experience, hear from experts, gain insights from best practices and learnings from within Myanmar as well as from other markets. MloD will facilitate this with structures such as seminars, workshops, talks and peer-to-peer exchange forums.

Publications and Resources: In this strategy period, MloD will focus on providing accessible fundamental tools such as self-assessment tools, checklists, and implementation toolkits. We will share and amplify third-party research and publications related to corporate governance and provide a platform for vetted guest contributors to contribute on corporate governance issues.

MloD is the natural vehicle to transmit and encourage adoption of best practices in corporate governance and board management. A number of good studies and research exist, e.g., G20/OECD Principles of Corporate Governance, the ASEAN Corporate Governance Scorecard (ACGS) and the Myanmar Corporate Governance Scorecard 2018: A Report on the Assessment of Myanmar Companies. There is a crucial step to adapt, localise, disseminate, and therefore instil these corporate governance standards into the Myanmar business context and environment. MloD will play a key role in this.

Events: In order to build engagement and relevance to the wider stakeholder community, MloD will continue to deliver a calendar of events including breakfast and luncheon talks, workshops, seminars and webinars. For our members community, we will provide networking events and peer-to-peer exchange forums. Once COVID-19 restrictions are lifted, we will aim to hold an annual conference on corporate governance.

Advocacy: The MloD aims to focus first at strengthening boards with elements of internal improvements such as increasing board diversity and board effectiveness. Overtime, we aim to be the corporate governance knowledge hub for Myanmar.

Through our supporters and partners, the DICA, SECM and IFC, we will contribute to national initiatives such as the corporate governance scorecard and input into other policy initiatives that aim to strengthen corporate governance in Myanmar and enhance investor confidence in Myanmar's private sector and capital markets. Further proprietary policy development and research is out of scope for this strategy period.

Advisory: In order to assist the identification of qualified board directors for Myanmar companies, the MloD will maintain a registry of board directors, starting with MloD members who have successfully completed the DCP certification and members who have equivalent qualifications from a pre-approved list of other international institutes of directors. Over time, the registry will be improved to be refined for directors to be able to declare specific experiences and skills.

Boards are strengthened by having good processes and structure in addition to competent board directors. Dependent on specific funding and resources, MloD will aim to provide board assessment consultancy to guide essential aspects such as composition of boards, appropriateness of directors, board committees, board calendars, board secretary functions. Consultations can be provided to members of MloD to become

more effective board members and navigate advocacy of corporate governance matters within the boards that they serve in.

How do we do it?

This informs the operations, team, governance, and funding structure of the MloD in order to deliver our objectives.



The MloD’s key strengths are government recognition through DICA and SECM, high-impact leadership including board members from the most prominent private and public sector institutions, strong networks across private and public sectors, and strong donor and potential sponsor support.

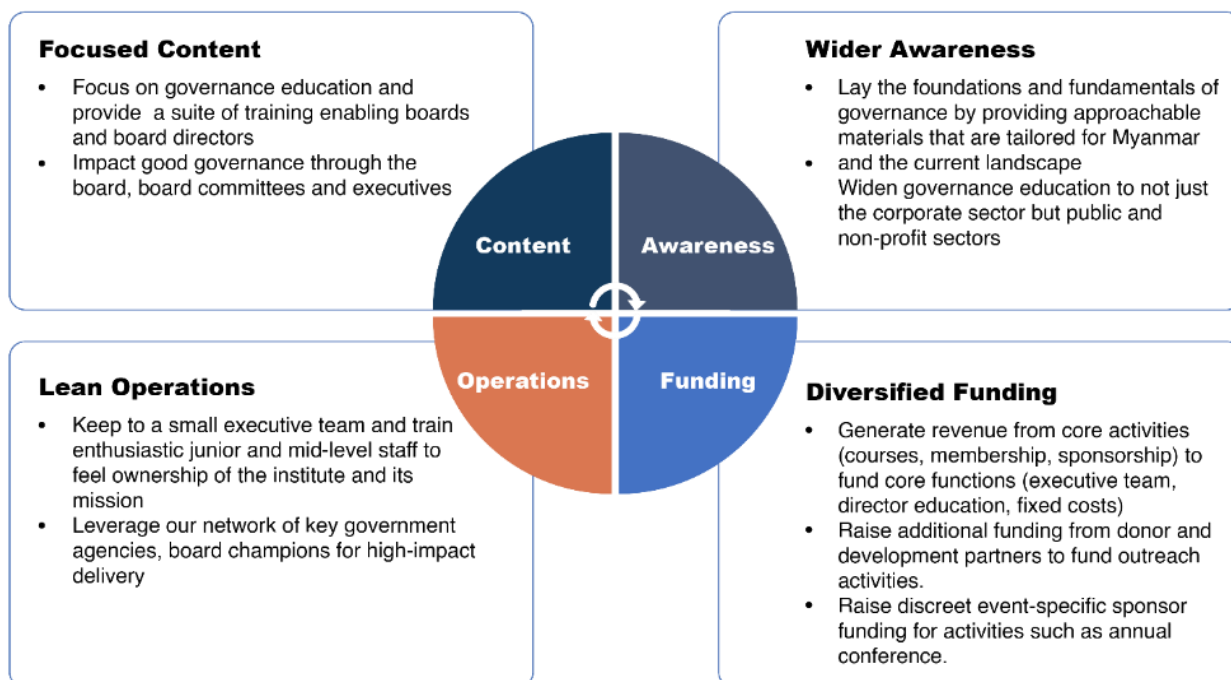
Key challenges remain. Being at the beginning of the corporate governance journey with a small and nascent public companies’ sector and listed companies, there is undetermined demand for MloD’s paid activities such as courses and membership. Challenges are deepened by COVID-19 economic impacts which has seen donor funding reduced and also potentially impacting course demand and sponsorship appetites.

The delivery model is based in providing a focus on governance and governance education, in particular through boards and board directors while creating wider awareness of corporate governance by introducing foundational and approachable materials. The enablers are a lean and efficient operation base which also leverages networks within the private and public sectors and diversified funding sources.





The journey of other institutes of directors around the region strongly indicates that the MloD may not reach a funding model that is solely driven from its own revenues for a number of years, perhaps not even in a decade. Assisted funding, in particular multilateral and bilateral donor funding will remain a key component. Our funding strategy aims to raise diversified funding with self-generate revenue from core activities (courses, membership, sponsorship) to fund core functions (executive team, director education, fixed costs) and to raise additional sponsorship and donorship funding to meet wider objective.








DELIVERY MODE



DELIVERY PHASING

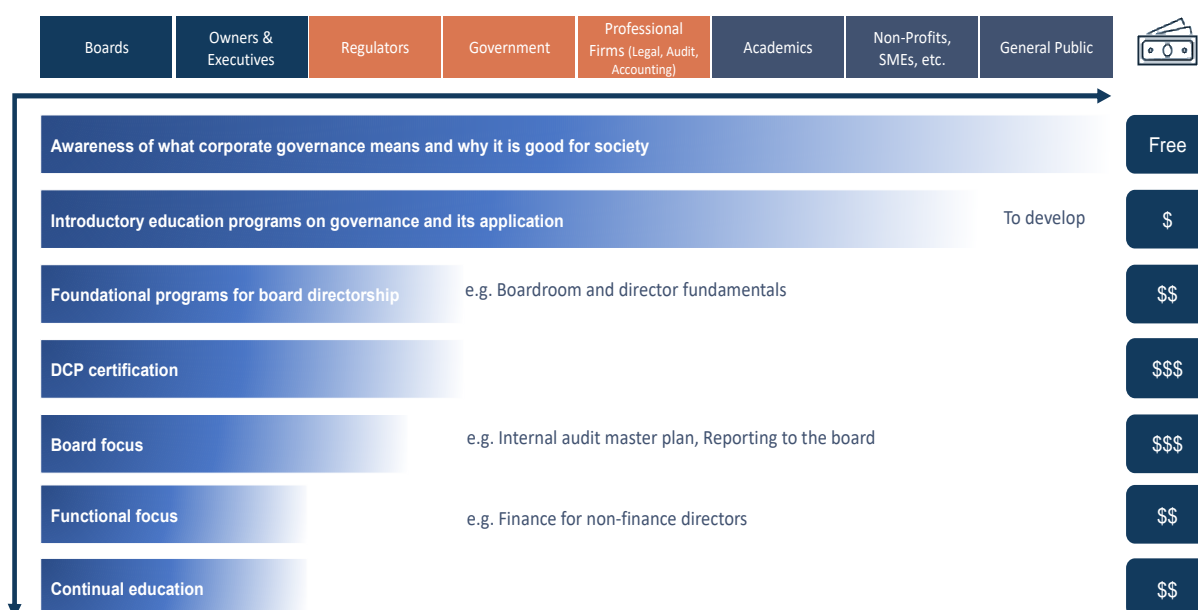
		MloD Activities		Out of Scope
		2021-2023	2024 and beyond	
	Education	DCP flagship course* Core governance courses* Fundamentals curriculum Bilingual website content Bilingual course materials Professional development pathway	Non-profit curriculum^ SME curriculum^ Myanmar-specific case studies	Non-board related professional training
	Membership	Regular member* Certified member* Corporate member Reciprocal association member	Student membership Regional chapters	
	Certification	Own certification	Recognition of certification by government bodies	Accredited certification
	Resources	Self-Assessment tools Implementation toolkits – checklists^	Reference guidebooks^ Implementation toolkits – comprehensive^	
	Publications	Quarterly newsletter Sharing third-party research* Guest contributor blog posts on governance	Own research reports Thought-leadership pieces^	

	Events	Breakfast and luncheon talks* Webinars* Networking social events Peer-to-peer exchange forums Annual conference	Board awards	
	Awareness	Newspaper column on governance Facebook and LinkedIn content Media engagement Awareness delivery through networks SME education^ Beyond Yangon awareness raising^	Board scorecard	
	Network	Build ecosystem for governance by maintaining formal and informal collaborations with a network of organisations and regulatory bodies	Enable sector-specific governance networks	
	Advocacy	Board diversity Board effectiveness and structure Collaboration on CG scorecard Input to regulatory efforts by DICA and SECM	Policy development research and input Policy outcome research input Contribution to CG Code development	Lobbying on commercial activities of companies
	Advisory	Director registry	Board consultation services	Director placement services

*Currently performing this activity

^To deliver with specific programmatic support

EDUCATION STRATEGY: DEPTH OF PROGRAMS, BREADTH OF REACH



MEMBERSHIP STRATEGY: PRESTIGE, BENEFIT, IMPACT

Why Join?

- Support individual directorship journey
- Improve effectiveness as a director
- Support organisational governance journey
- Improve organisation governance
- Knowledge and skills development
- Members-only event and resources
- Peer-to-peer network
- Director registry
- Demonstrate commitment to excellence
- Demonstrate commitment to governance
- Relatively high membership fee for all categories to signify prestige and dissuade badge-buying
- Promote sense of belonging to a group of leaders on a learning and excellence journey
- Promote volunteerism and ownership of mission through working committees
- Introduce corporate memberships to impact governance improvements at the organisational level
- Ensure certified members receive differentiated experience and engagement

HR STRATEGY: BUILD TEAM FOR LONG-TERM OWNERSHIP

- General strategy to keep to a small executive team and train enthusiastic junior and mid-level staff to feel ownership of the institute and its mission
- Build operational excellence and efficiency with strong SOPs and systems
- Should the funding environment change, the MloD will invest further in human capital needs to build a strong, sustainable team.

Key functions to strengthen:



Education & Resources

- Course content
- Localisation
- Resources development



Awareness

- Online presence
- Graphics design
- Events management



Membership

- Member services
- Membership CRM maintenance
- Benefits development



Operations

- Financial systems
- Enterprise systems
- IT infrastructure

NETWORK STRATEGY: COLLABORATE & LEVERAGE



BOARD STRATEGY: ACTIVE AND ENGAGED BOARD



Active Engagement

Board meetings
Board committees



Sponsorship campaign

Leverage networks to obtain high-quality sponsors



Networks

Help connect and forge key relationships

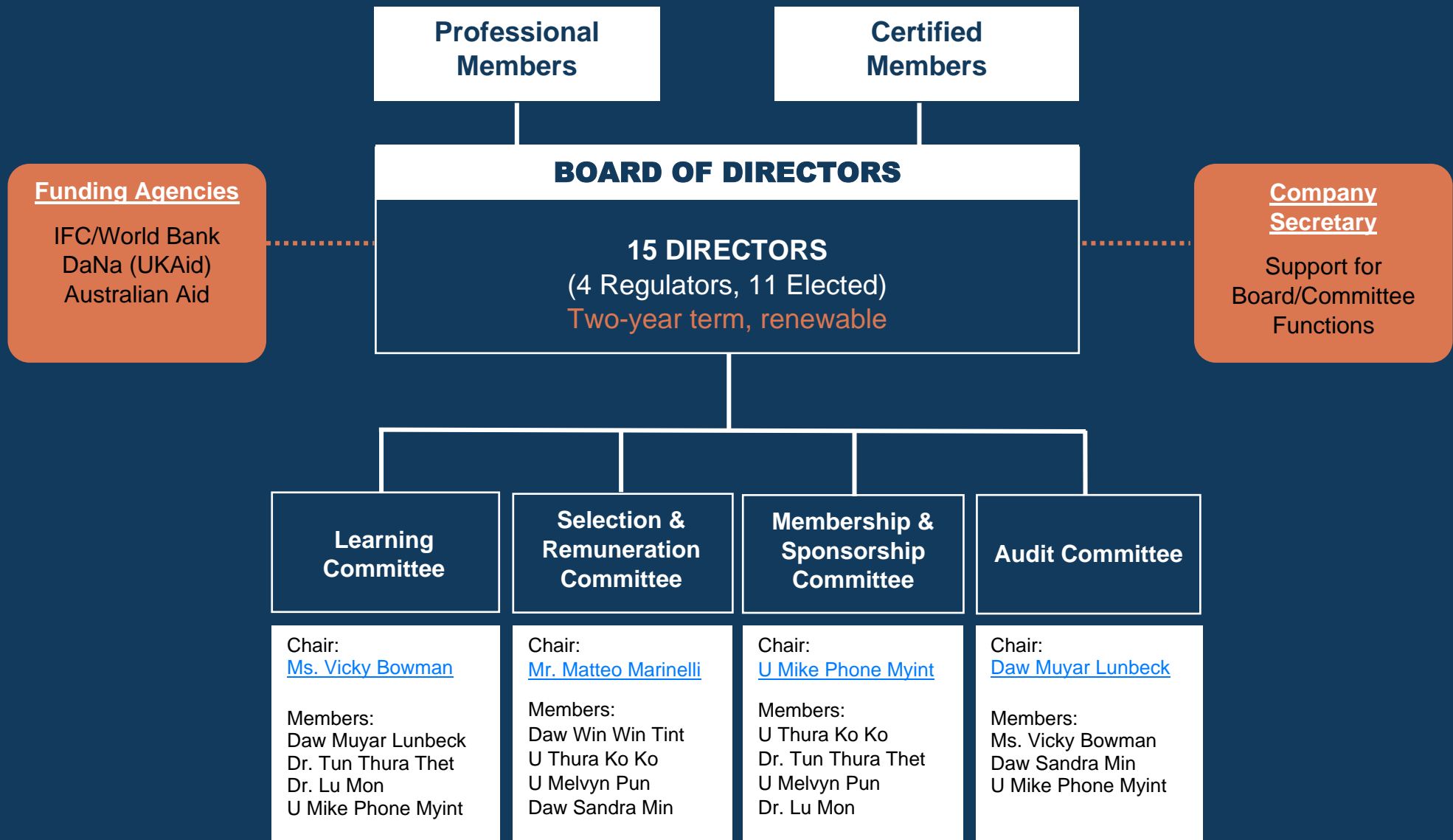


Champion

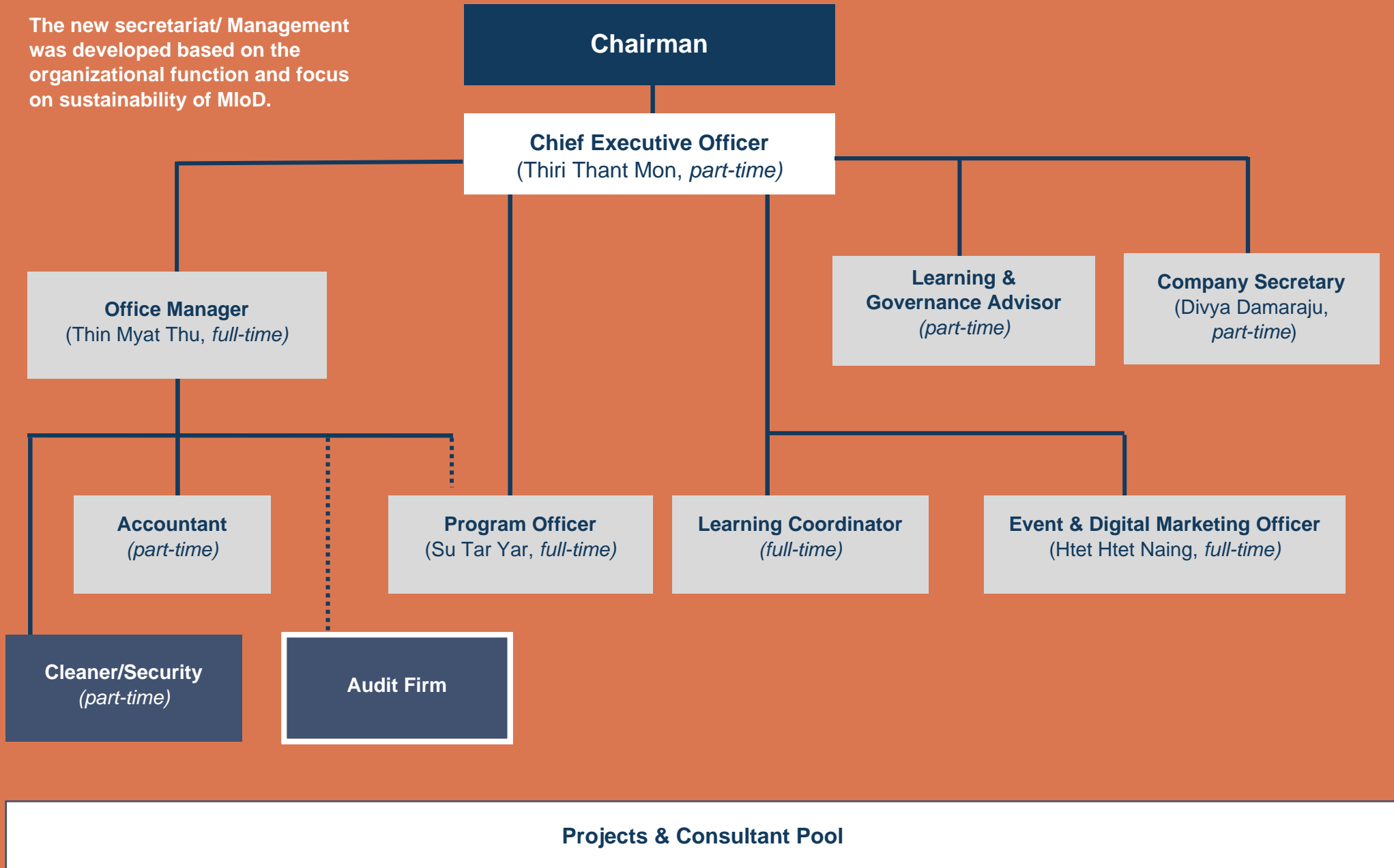
Promote MloD membership and mission
Ensure board is walking the walk of MloD



CORPORATE STRUCTURE AND ORGANIGRAM



The new secretariat/ Management was developed based on the organizational function and focus on sustainability of MIoD.



MEMBERSHIP STRUCTURE

The MloD is the voice of the director community and the organization that sets the standards for governance in Myanmar. An MloD membership confers the prestige of belonging to the leading community of directors and corporate leaders and signals your commitment to professional excellence and conduct. Our members receive continual support throughout their directorship and governance journey through world-class courses, tools and resources and access to fellow companies, directors and thought leaders.

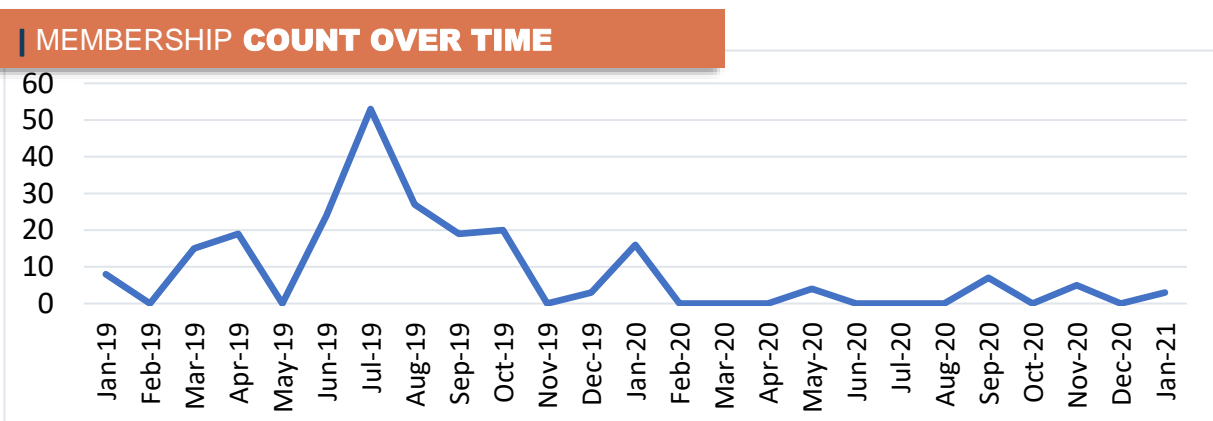
Our members can access MloD classes and networking events to exchange ideas, build awareness and contribute to shaping the business environment of Myanmar.

Our flagship Director Certification Program allows our members to be certified and be put on a list of Certified Directors Database for companies to access while searching for independent directors for their organizations.

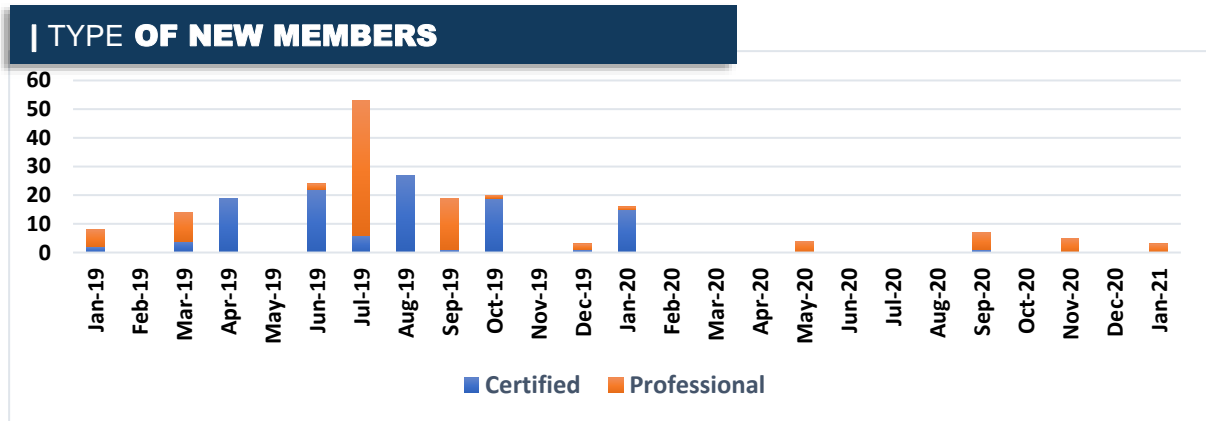
The following data presents the total number of members with types from 2019 to January 2021.



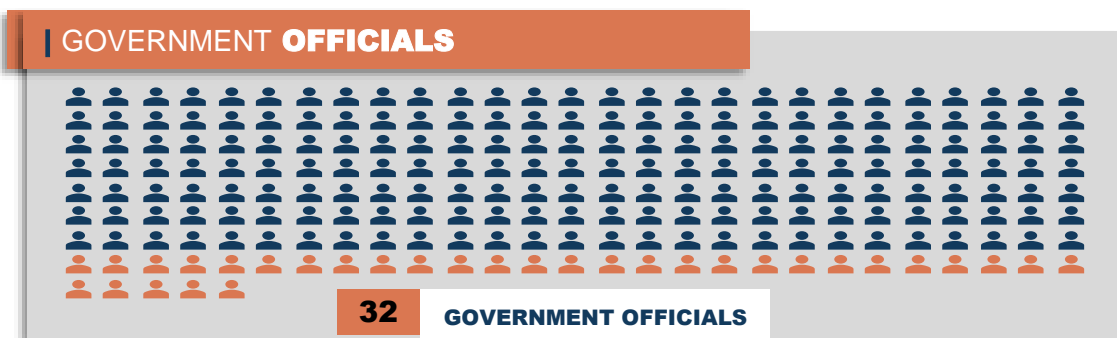
The membership joining rates gradually rose during 2019 together with training programs until January 2020. Due to the impact of COVID-19 pandemic, the joining rates declined starting from February 2020. The rates rose again as soon as MloD started online webinar and training program in September 2020.



The below graph presents certified members and professional members acquisition rate from the period 2019 to January 2021. The rates of certified members went up due to Director Certification Program (DCP) in April, June, August, October, and January since members can only become certified members after passing DCP examination. The professional members acquisition rate was the highest in July 2019.



Also, Government Officials are included in both MIOD's certified and professional membership.



MIOD has recently added benefits for Certified and Professional Members with no additional fees and created two new membership program called Associate membership and Corporate membership.

Certified Member

Individuals who show the highest level of commitment to professional excellence

Professional Member

General members with a certain professional experience threshold

New

Corporate Member

Group discount, tailored support for organisations with commitment to corporate governance

Associate Member

Masters students, academics, civil servants, early career professionals



MEMBERSHIP BENEFITS



Certified Member

Exclusive membership for qualified individuals who show the highest level of commitment to professional excellence as board directors and senior professionals

Current Benefits

- Voting Rights for MloD Board Elections
- Attend MloD annual conference and other public events on a priority basis
- Will be nominated by MloD to boards if requested by companies, subject to the fit between professional qualifications and requirements for potential directors

Enhanced Benefits

- Inclusion in the prestigious directors' registry
- 1 free course per year and 50% discount on any other training course fees (previously 5-10% discount)
- Exclusive certified members-only access to 1 special event per year
- Exclusivity for reciprocal events from partner organisations
- Access to members-only website area
- Welcome pack with an MloD membership card

Criteria

- Currently serving as a board director or have at least 5 years' experience as a senior executive, academic or professional consultant
- Be a Director Certification Programme (DCP) graduate or hold an equivalent qualification from a recognised institute of directors or an academic institution
- Obtain 8 Continuing Directorship Education (CDE) credits each membership year to maintain certified status

Annual Membership Fee MMK 400,000



Professional Member

Membership for board directors and senior professionals wishing to keep abreast with latest developments in governance and belong to a peer group pursuing excellence

Current Benefits

- Voting Rights for MloD Board Elections
- Attend MloD annual conference and other public events on a priority basis

Enhanced Benefits

- 20% discount on any course fees (previously 5-10% discount)
- Access to the members-only website area
- Welcome pack with an MloD membership card

Criteria

- Currently serving as a director, or as a senior executive, academic or professional consultant
- Have taken an MloD course previously or will take an MloD course within 12 months after joining

Annual Membership Fee MMK 250,000



Associate Member

Discounted membership for academics, civil servants, early career professionals and masters students

Benefits

- 5% off training course fees
- Access to members-only website area

Criteria

- Masters student with minimum 3 years of work experience, government professional with minimum 3 years of work experience, academic professional with minimum 3 years of teaching experience

Annual Membership Fee MMK 50,000



Corporate Member

Membership designed to assist companies in continual improvement along their overall corporate governance journey

Benefits*

- 5 free professional membership places to board members or employees chosen by the company
- Additional 20% membership discount for any other employee from the same company*
- Discount of 20% for the flagship DCP course for any employee of the company
- 5 complimentary places within the membership year for any (non-DCP) course*
- Complimentary overview CG assessment for the company

Criteria

- Company must be in compliance with applicable laws of Myanmar and be of sound reputation.

*Company means an operating company and does not include other companies under the same holding or affiliated structure.







Annual Membership Fee MMK 2,500,000

For both **Certified and Professional members**, we offer multi-year membership discount as 15% off annual fees for 3-year and 25% off annual fees for 5-year for those wishing to pay in advance for convenience.

For both **Certified and Professional members**, joining administration fees of MMK 50,000 will be applied to all new members (or those re-joining after a break in membership) as well as MMK 10,000 will be applied to all new **Associate** members (or those re-joining after a break in membership).

Continuing Director Education (CDE) Credits

Certified directors must attain a minimum of 8 CDE credits per year to maintain their status. The CDE credits can be earned in a variety of ways.

		Number of Credits
	Webinar	0.5 CDE
	Short course (1-3 hours)	1 CDE
	1-day course	2 CDE
	2-day course	4 CDE
	Auditing the DCP (attend again with a reduced fee)	8 CDE
	Teaching for the MloD *In addition to teaching fees	2 CDE (for 1 hour) *

LEARNING SERIES

The MloD Learning Series encompasses the training courses developed by esteemed institutes such as International Finance Corporation (IFC), Singapore Management University (SMU) and as well as seminars from international and Myanmar directors, industry experts, and corporate governance professionals.

These courses will help equip company directors with the relevant knowledge and tools to make necessary corporate governance reforms at their companies and will be very interactive with reviews of many case studies around Asian countries to enforce key learning points and engagement with fellow participants and trainers through work examples to upskill and equip the Directors of Myanmar companies with knowledge and ability to lead in the ever-changing times of Myanmar business landscape.

The **Director Certification Program** was developed by Singapore Management University's well-known executive Program with MloD as its local partner, where we aim to deliver executive training to a network of government and business leaders in Myanmar, to understand the role of company directors and how they can serve the company more effectively, to understand new Myanmar Companies' Act and how this effects the role of Directors under this regulation, to understand the decision-making mechanisms in terms of

evaluating return of equity and internal controls, to understand the importance of corporate governance and its impact on financial health of the company and shareholder value and to understand succession planning in the context of family governance and board composition.

The **Governance for Directors** course provides a deep dive into the fundamentals of the corporate governance framework and helps directors and executives develop a plan for implementing effective governance practices in their companies.

The **Finance for Directors** course provides the role and responsibilities in financial governance and reporting, key terminology, policies, and procedures governing financial reporting, how financial statements are developed and what they represent, relevant questions to ask regarding company finances and how to understand the answers given and how to ensure the company is solvent/liquid, profitable, and performing.

The **Board Secretary Program** discusses the role of a company secretary and provide practical instruction in relation to fulfilling that role in the context of the Myanmar Companies Law 2017 (MCL) and the requirements of the Directorate of Investment and Company Administration (DICA), including looking at key company secretarial regulatory compliance

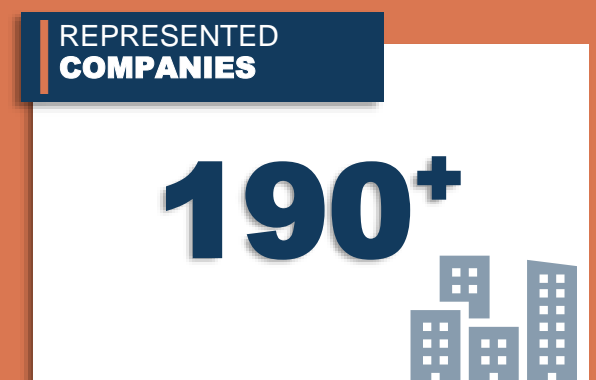
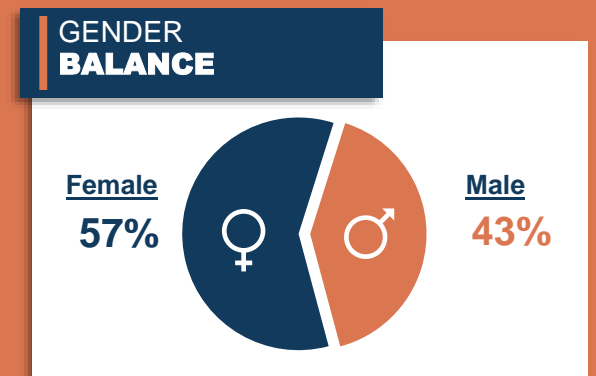
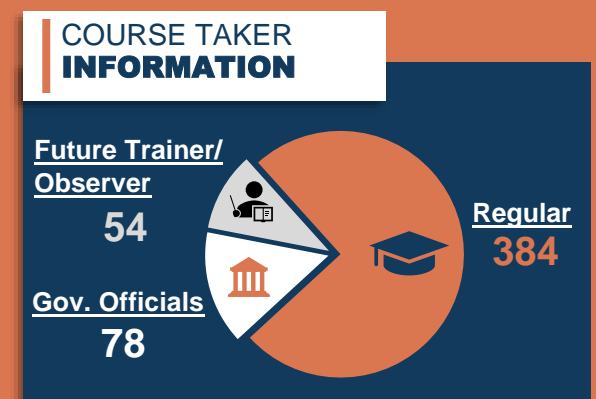
requirements under the MCL. Participants will be provided with a range of example documents to assist them in managing their own company secretarial activities.

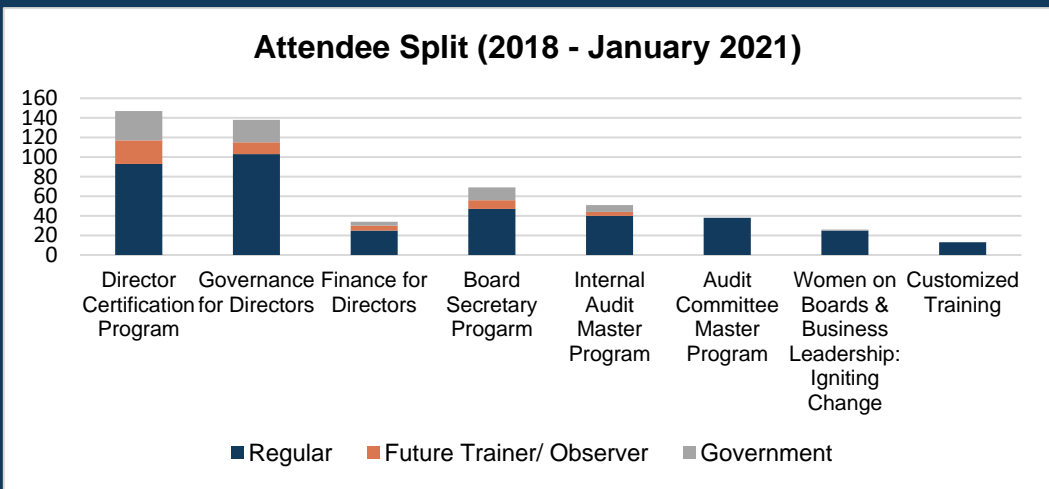
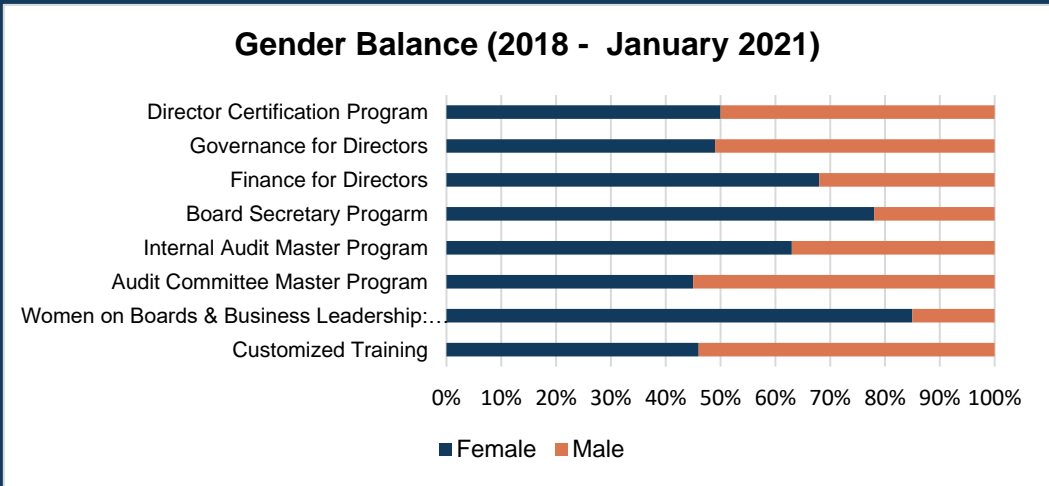
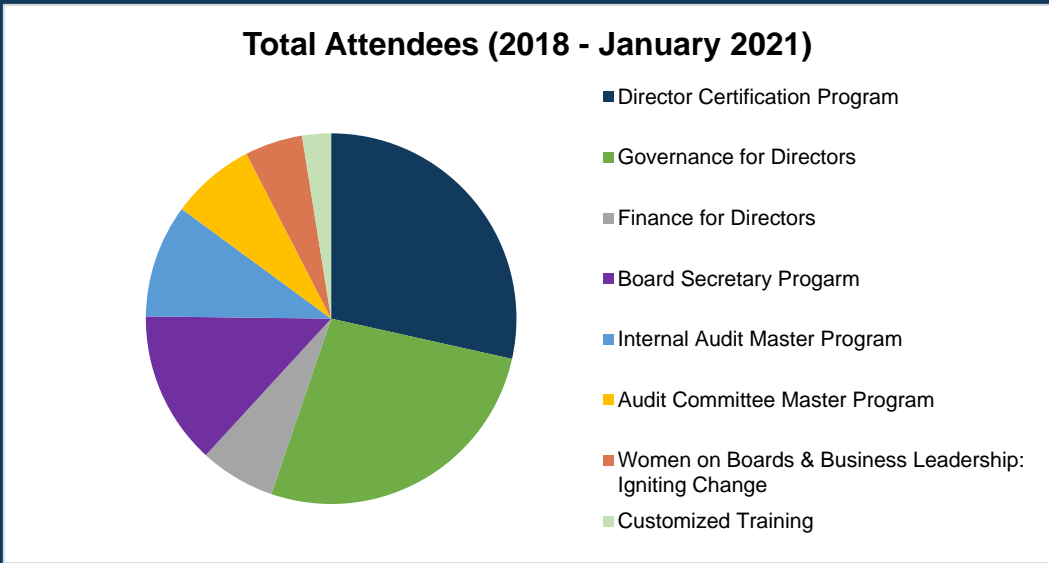
The **Internal Audit Master Program** provides a deep dive into the fundamentals of internal audit methodologies and best practices with an aim of helping internal auditors develop a risk-based plan for implementing effective internal audit practices within their companies. An independent and well-functioning internal audit department plays a critical role in mitigating risk and safeguarding against mismanagement. It also ensures that the Audit Committee receives timely, accurate and comprehensive feedback about the control environment of the company.

MIoD LEARNING SERIES

- Director Certificate Program
- Director Certification Program Banking
- Governance for Directors
- Finance for Directors
- Board Secretary Program
- Audit for Directors
- Strategy for Directors
- Risk Management for Directors
- Family Corporate Governance
- Board Transition / Succession Plan
- Women on Boards

The following figures present the total number of attendees of training courses from the year 2018 to January 2021.





MIoD conducted 18 in-person training programs until January 2020. Due to the impact of COVID-19 pandemic and restrictions, MIoD had to delay the training programs. MIoD started again with Governance for Directors courses as online training program from October 2020 to January 2021.

GOVERNANCE FOR DIRECTORS

The Governance for Directors (formerly Corporate Governance Action Planning Workshop) is one of the flagship offerings of MIoD’s Learning Series. The two-day course provides a deep dive into the fundamentals of the corporate governance framework and helps directors and executives develop a plan for implementing effective governance practices in their companies.

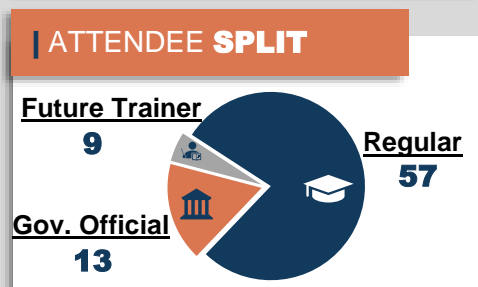
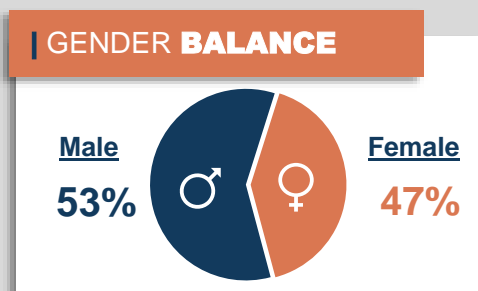
Developed based on IFC methodology, the workshop is facilitated by international and Myanmar directors, industry experts, and corporate governance professionals. It is delivered through interactive and dynamic sessions, aiming to:

- Explain the basic corporate governance principles and why they are important for Myanmar companies.

- Examine the role, structure, and function of the board of directors.
- Present best practices to improve management control functions, including audit, risk, and internal control.
- Present other pertinent governance topics such as shareholder rights, conduct, and disclosure.

Sir. No.	Date
1	October 21 st and 23 rd , 2020
2	November 18 th and 20 th , 2020
3	December 16 th and 18 th , 2020
4	January 20 th and 22 nd , 2021

The following data presents the number of attendees from October 2020 to January 2021.

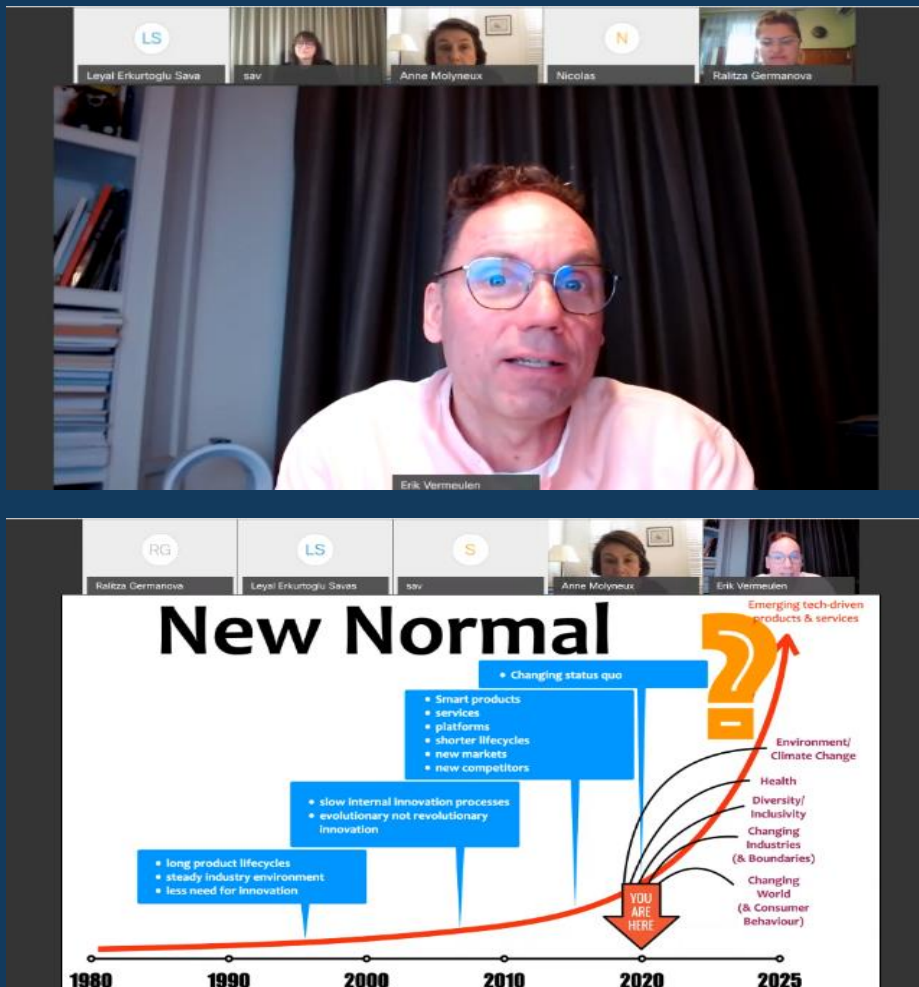


TRAINING OF TRAINERS

MloD together with IFC provided a training of the trainer sessions in December 2020 to train part of the MloD board and trainer cadre on the IFC CG methodology to enable the consulting function on the topics as below.

Disclosure and Transparency: Beyond the Balance Sheet - Increasing Resilience and Building Trust During and After COVID-19

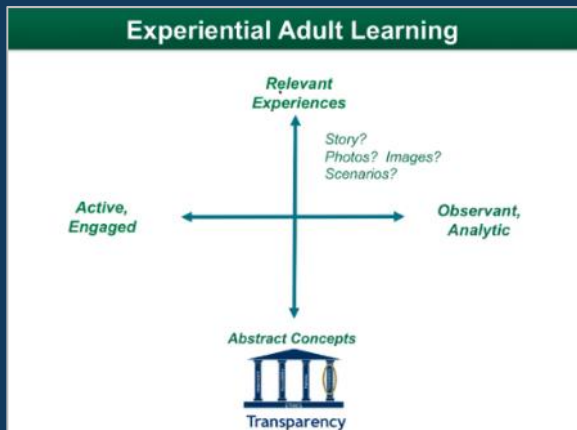
2nd December 2020



The **Disclosure and Transparency: Beyond the Balance Sheet - Increasing Resilience and Building Trust During and After COVID-19** session, organized jointly by the International Finance Corporation and UN Sustainable Stock Exchanges Initiative (UN SSE) aims to help companies in East Asia and the Pacific understand how to report better to investors and other key stakeholders, building on IFC’s award-winning Disclosure and Transparency Toolkit “Beyond the Balance Sheet” , Special Guidance on Disclosure and Transparency During and After COVID and UN Sustainable Stock Exchanges Initiative resources.

Experiential Adult Learning

17th December 2020



The slide is titled 'Drivers for ESG Disclosure' and lists three key drivers: RESPONSIBILITY, RISK, and REWARD. The slide is presented in a video conference interface, with a grid of participants visible on the right side of the screen.

The **Experiential Adult Learning** session, organized jointly by the International Finance Corporation and UN Sustainable Stock Exchanges Initiative (UN SSE) aims to help companies in East Asia and the Pacific understand how to report better to investors and other key stakeholders. The experiential adult learning design, resources and activities are specifically relevant to D&T, building upon IFC’s award-winning Disclosure and Transparency Toolkit “Beyond the Balance Sheet”.

IFC Corporate Governance Methodology

23rd December 2020

The slide titled 'Final Deliverables' lists the components of the final CG Assessment and Improvement Plan report. The items are: CG Assessment/Analysis, List of Recommendations, Action Plan, Timeline for Implementation, and Sample Documents. The IFC logo is visible at the bottom right of the slide.

The slide is titled 'D1. Create Formal Management Steering Committee'. It contains several bullet points detailing the committee's role, including:

- Suggestions were made that the flow of information and coordination of decisions at the mid to upper management level could be improved.
- While this type of structure may be suitable for SME during its ramp-up as a smaller company operating in one country, it is recommended that **RIS** establish a more formal, slightly expanded management team structure as the company continues to grow.
- The designated core members of the Management Steering Committee (see next page) should meet frequently (e.g., weekly/bi-weekly) to discuss risks and issues, and make key decisions.
- An extended group, including representatives of global subsidiaries, should meet routinely (e.g., monthly/quarterly) to coordinate company-wide activities, share in decision-making, and communicate key facts across the organization.
- The committee will function regardless of the status or disposition of any particular individual thus ensuring ongoing business continuity.
- Ensure the committee's **TOB** and **authorities** are well defined and documented in a charter.
- A benefit of this structure would be to foster succession planning as it offers certain authorities from one or two individuals to the committee which will decrease **RIS**'s dependency on a few individuals and mitigate key person risk.
- Another advantage of this committee is to ensure the organizational structure facilitates proper channels of communication through the company as it evolves into a larger, publicly-traded company. This will aid the effective information flow (top down and bottom up) so there is transparency across **RIS** and stakeholders are enabled in a timely manner.
- More specifically, **RIS** should include the following changes to ensure results:
 - Ensure that country representatives are mandated to participate in Management Steering Committee meetings and be present or on call for board meetings, as needed, to ensure that local insight is disseminated to the group and board level.
 - Consider designating a board member(s) to be more proactive and engaged in assessing global expansion and subsidiary reporting.
 - Institute formal internal communication channels/mechanisms across senior management including the following:
 - Periodic all hands briefings (e.g., monthly, bi-monthly), highlighting key events, strategy, etc.
 - Regular newsletters, email updates to senior staff on company developments.
 - Weekly/bi-weekly management team meetings with top executives to discuss key business issues, monitor business performance, take key business decisions (also helps avoid key person risk).
 - Periodic external conference calls for shareholders to update them on company developments and forward looking plans.

During the **IFC Corporate Governance Methodology** session, participants learnt the overview of IFC CG Methodology, Conducting CG Assessment: Key Steps, Resources, and Tools focusing on key steps to conduct CG Assessment, including collecting preliminary data, developing interview questionnaire, and planning for the interview, CG Report, and Implementation Plan where participants explored strategies to formulate recommendations and develop CG implementation plan for clients. and Action Planning

WEBINAR SERIES

The Myanmar Institute of Directors provided in-persons events, Breakfast Talks, where attendees can listen and participate in discussions, on a wide range of topics that effect today’s public and private sectors of Myanmar until March 2020 and had to delay the events due to the impact of COVID-19 pandemic and restrictions. By using a cloud-based video conferencing software, MloD started delivering online webinars since June 2020.

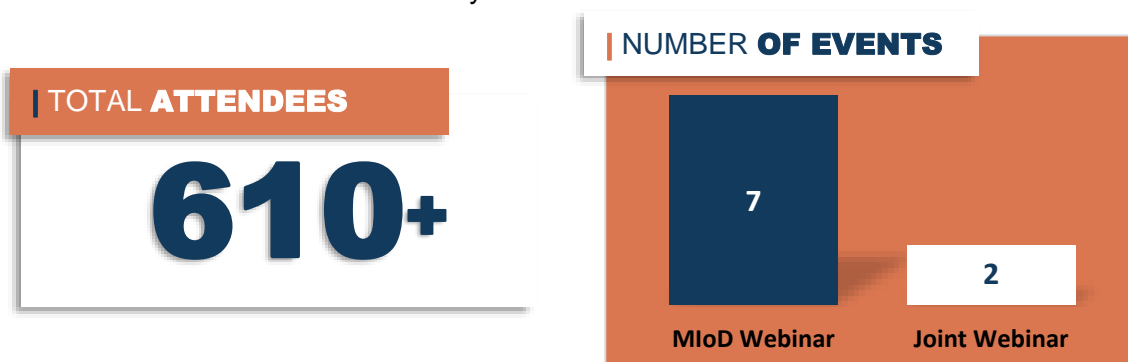
MloD organized online webinars in partnership with Deloitte, DICA, SECM, Australian Aid, UKAid, International Finance Corporation (IFC) and other institute of directors such as Institute of Corporate Directors Malaysia (ICDM) and Singapore Institute of Directors (SID). We thank our guest speakers from ISTARI, Myanmar Information Technology, BIM Group of Companies, Bryan Cave Leighton Paisner (Singapore), National Resource Governance Institute (NRGI), Myanmar Centre for Responsible Business (MCRB), City Holdings, Wave Money for sharing the

knowledge and experiences and panel discussions.

The webinars topics including corporate governance during a pandemic, the corporate governance expectations of investors and why they are important for Myanmar companies, better understanding of the board and senior management’s roles and responsibilities related to cybersecurity for good risk management, what beneficial ownership is and who in Myanmar is a politically exposed persons (PEP) by covering wider developments in transparency of company ownership at Myanmar and international level.

The webinars also provide a discussion on Sir John Tusa’s latest book “On Board: The Insider’s Guide to Surviving Life in the Boardroom” where he recounts hist last three decades a member or chair of many major cultural and academic boards, better understanding of the business case and benefits for gender equality and diversity by providing guidance and reviewing practical examples of implementation during the Covid-19 pandemic.

The following data represents the total numbers of attendees and MloD webinars and Joint webinars between June 2020 – January 2021.



| EVENT SCHEDULE

MIOD WEBINAR

Date	Webinar name	No. of participants
30 June, 2020	COVID-19: Corporate Governance During a Pandemic	35
12 August, 2020	Corporate Governance from Investors' Perspective	100
27 August, 2020	Why Boards Should Pay Attention to Cybersecurity?	64
29 September, 2020	What Do Myanmar Company Directors Need to Know About Beneficial Ownership?	168
10 December, 2020	On Board: The Insider's Guide to Surviving Life in the Boardroom	152
22 December, 2020	Gender & COVID-19 – The Role of Boards	54
27 January, 2021	MIoD Member Update & Networking Webinar	43

JOINT WEBINAR

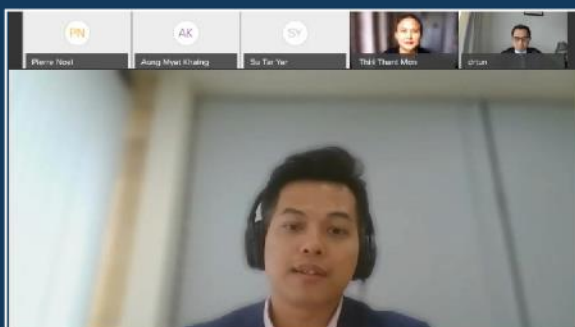
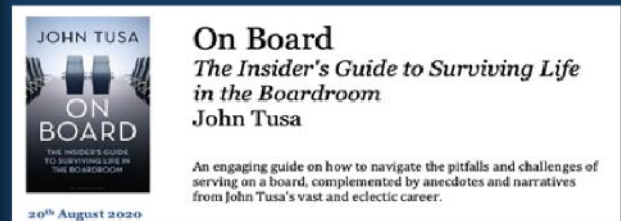
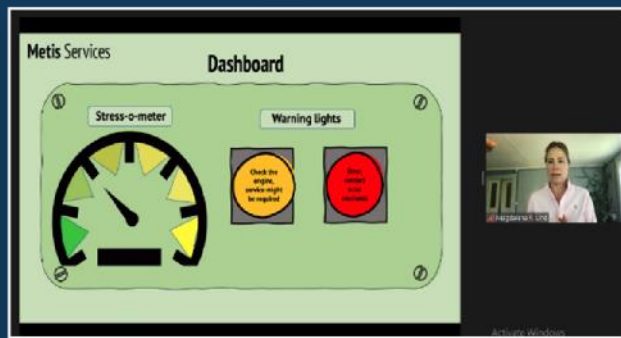
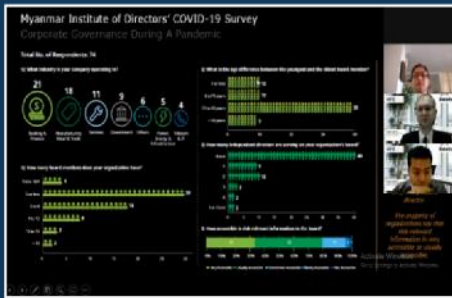
Date	Webinar name
27 October, 2020	Cybersecurity for CEOs and Directors - AMCHAM Myanmar
24 November, 2020	Promoting Responsible Investment in Myanmar - OECD

WEBINAR PARTNERS

THANK YOU TO OUR PARTNERS FOR WEBINARS!



WEBINAR GALLERY

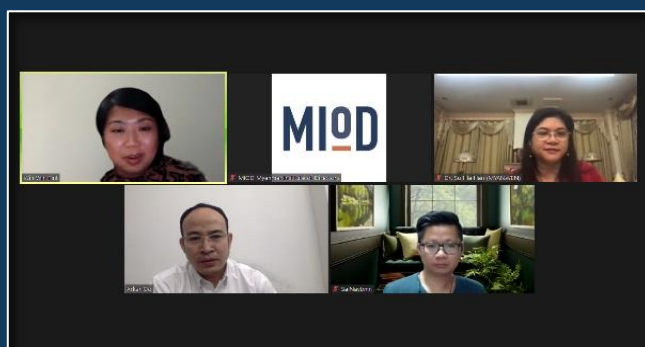
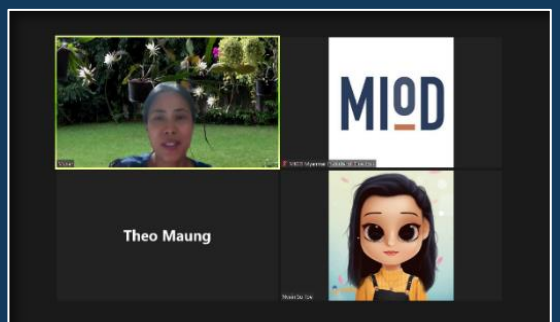
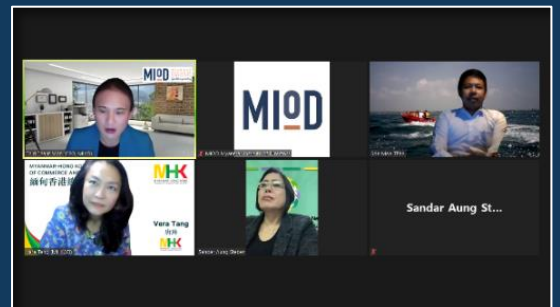


MIOD MEMBER UPDATE & NETWORKING EVENT

The MloD Member Update & Networking Event, virtual member-only networking event was conducted on 27th January 2021 which included knowledge sharing sessions of MloD board members and networking sessions through Zoom breakout rooms between members with each MloD board members.

During the event, U Thura Ko Ko, Managing Director of YGA Capital opened the event with Welcome speech and Daw Thiri Thant Mon, CEO of MloD presented the MloD Strategy, Membership and Education Update followed by knowledge sharing sessions of U Min Zaw Oo, Deputy Director General of Directorate of Investments and Company Administration, Daw Tin May Oo, Commission Member of The Office of the Securities and Exchange Commission, Professor Dr. Aung Tun Thet, Member of Myanmar Investment Commission (MIC), Daw Win Win Tint, Group CEO of City Mart Holdings Limited and U Thura Ko Ko, Managing Director of YGA Capital.

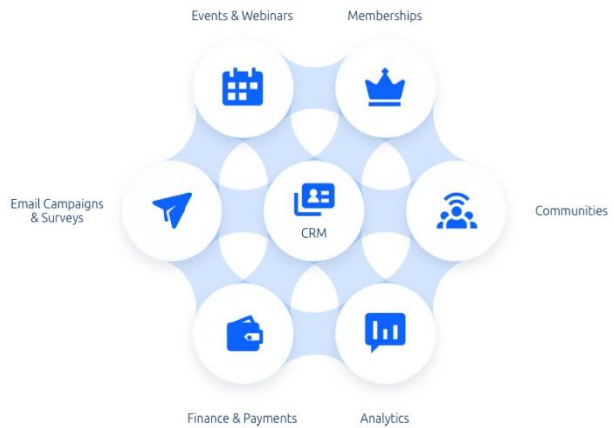
During networking sessions, members were sent to Zoom breakout rooms moderated by each board members twice.



ORGANIZATIONAL SYSTEM IMPROVEMENT

GLUEUP

MloD migrated with GlueUp (formerly called Event Bank), CRM and Membership platform to manage Events, Campaigns, Memberships and Payments. This simplifies the internal administrative processes, so MloD can focus on strategic tasks such as sharpening proposed content and activities, target members with only the information that matters to them.



The platform enhances members' engagement with the organization and easy access to their profile which will bring some of MloD's services and activities online. It also connects members directly becoming a great new interface for MloD membership.

With GlueUp, members can gain control over their information such as managing personal details, and membership information and completing renewal and other add-on payments, as well as manage subscriptions, and committees, and especially access to privileged member information such as the Membership Directory advanced details.



QUICKBOOKS

MloD started using a **cloud-based software, QuickBooks**, which is a small business suite in order to keep track of financial records online. With this software, we can easily track income & expenses, VAT, Inventory, and projects, manage reports, insights, and budgets, send custom invoices & quotes. The software can also connect with our local bank where we can manage and pay bills.



MENTIMETER



During the training, MloD uses **Mentimeter**, which is an easy-to-use presentation software where we can add questions, polls, quizzes, slides, images, gifs, etc. to the presentation in order to create fun and more interaction between facilitators and attendees during the session resulting attendees to participate actively during the sessions.



THE MYANMAR TIMES

HEARTBEAT OF THE NATION

MYANMARTIMES

Home >> Business >> Five Things You Should Know About Corporate Governance

Five Things You Should Know About Corporate Governance

THIRI THANT MON | 11 JAN 2021



A customer comes out of City Mart supermarket in Mayangone, Yangon. The International Finance Corporation (IFC) provided a US\$25 million loan to City Mart Holding Co Ltd to support its expansion plans in 2016. Photo: EPA-EFE

If you have heard of the term corporate governance but might not have a clear idea of what it involves, you are not alone. This is partly because what encompasses corporate governance has been changing as businesses, economies and society evolve.

The concept of governance of businesses has been around since the first corporations started in the age of exploration where investors pooled resources together to embark on endeavours that led to formation of joint-stock companies in the 1800s. The 1997 Asian Financial Crisis brought the need and awareness of corporate governance closer to home. So, what exactly is corporate governance?

The Organisation for Economic Co-operation and Development defines it as the “procedures and processes according to which an organisation is directed and controlled. The corporate governance structure specifies the distribution of rights and responsibilities among the different participants in the organisation – such as the board, managers, shareholders and other stakeholders – and lays down the rules and procedures for decision-making.”

Five facts about corporate governance:

- **Corporate governance is good for your company.** Corporate governance is not something you should do just to satisfy regulators and external investors. Clear roles and responsibilities between management and the board provides an ability to formulate clear strategy and manage risks and being systematic in running and governing a company leads to organisations that are more resilient, have better accountability, transparency, and financial stability. The IFC found that the companies who scored in the top 25% of CG improvements had returns on equity that were three times higher than those in the bottom 25%.
- **Good governance improves your ability to attract capital.** The IFC finds that, “good corporate governance helps companies operate more efficiently, improve access to capital, mitigate risk and safeguard against mismanagement.” Investors and banks want to see good corporate governance and reward organisations that have it. Companies with good corporate governance get better valuations for their businesses and lower interest rates when borrowing.
- **Be practical and realise that CG is a journey.** An SME cannot immediately implement all the corporate governance structures that are meant for larger businesses and founder-ran and family-owned companies will need to make the transition to better governance structures in stages so that the organisation can effectively implement the changes. The corporate governance systems that are required for good governance are not stagnant and will need to be reviewed and updated as organisations grow, and complexity shifts and to meet the changing demands of the business environment and economy.
- **Don’t forget the human factor.** Directors need to be aware of their duties and responsibilities and constantly update their skills and knowledge to be qualified to discharge these duties with care and competence. Sir John Tusa writes in his book “On Board: The Insider’s Guide to Surviving Life in the Boardroom” that “no amount of codification, regulation or prescription has ever caught – or attempted to catch – the single essential element for good board practice and behaviour: the human factor. Good governance depends on good behaviour.”
- **The best corporate governance comes from good intentions combined with good systems.** The tone from the top and the culture of the organisation makes a big difference on whether an organisation is able to implement and maintain good corporate governance. Pay attention to the culture of your organisation and having tools such as a code of conduct that everyone in the organisation is aware of and understands helps organisations adhere to its values and provide a moral compass for all to follow.

No matter whether your organisation is large or small, improvements in governance will help it become stronger and longer-lasting. The most important part of the journey is to take the first step and then to keep pursuing improvements.

Thiri Thant Mon is the CEO of Myanmar Institute of Directors and the Managing Partner of Pegu Partners.

Myanmar Version

ကော်ပိုရိတ်စီမံအုပ်ချုပ်မှုအကြောင်း သိကောင်းစရာ အချက်ငါးချက်

ကော်ပိုရိတ်စီမံအုပ်ချုပ်မှု (CG) ဆိုသောဝေါဟာရ ဆိုသည်ကို ကြားဘူးသော်လည်း ၎င်းတွင် မည်သည်တို့ပါဝင်သည်ကို ရှင်းရှင်းလင်းလင်း သိချင်မှသိကြမှာ ဖြစ်ပါသည်။ ဤကဲ့သို့ဖြစ်ခြင်း၏ အကြောင်းရင်းတစ်စိတ်တစ်ပိုင်းသည် စီးပွားရေးနယ်ပယ် များနှင့် လူမှုအဖွဲ့အစည်းအသွင်တို့ ပြောင်းလဲလာသည်နှင့်အမျှ ကော်ပိုရိတ်စီမံအုပ်ချုပ်မှု တွင် လွှမ်းမိုးလာပါက အရာများသည်လည်း ဆက်လက်ပြောင်းလဲနေသောကြောင့် ဖြစ်ပါသည်။

CG ဆိုသည်မှာရှိခဲ့တာကြာပြီ ဖြစ်ပါသည်။ ၁၈၀၀ ပြည့်နှစ်များဝန်းကျင် စူးစမ်းချဲ့ထွင်ရေးခေတ်မှာ အကျိုးတူ အစုရှယ်ယာထည့်ပီး သမုဒ္ဒရာဖြတ်ကာ စွန့်စားရင်းနှီးကြကတည်းက အစုစပ်ကုမ္ပဏီများ ပေါ်ပေါက်လာပြီး စီးပွားရေးလုပ်ငန်းဆိုင်ရာ စီမံအုပ်ချုပ်မှုယန္တရားများ ရှိနေခဲ့ပြီး ဖြစ်ပါသည်။ ၁၉၉၇ ခုနှစ်တွင် ဖြစ်ပွားခဲ့သော အာရှဘဏ္ဍာရေးအကျပ်အတည်းကြောင့် ကော်ပိုရိတ်စီမံအုပ်ချုပ်မှုကို ထားရှိကျင့်သုံးရန် ပိုမိုလိုအပ်လာမှုကို အာရှနိုင်ငံများမှာ ပိုမိုသိရှိလာကြပါ သည်။ ကော်ပိုရိတ်စီမံအုပ်ချုပ်မှု၏ အနက်အပြည့်အစုံမှာ ဘာတွေ ဖြစ်ပါသနည်း။

OECD အနေဖြင့် ကော်ပိုရိတ်စီမံအုပ်ချုပ်မှု ဆိုသည်မှာ “အဖွဲ့အစည်းတစ်ရပ်ကို လမ်းညွှန်ထိန်းချုပ်သည့် လုပ်ထုံးလုပ်နည်းများနှင့် လုပ်ငန်းစဉ်များ ဖြစ်ကြသည်။ ကော်ပိုရိတ်စီမံအုပ်ချုပ်မှုဆိုင်ရာ ဖွဲ့စည်းတည်ဆောက်ပုံသည် အဖွဲ့အစည်းအတွင်းရှိ ဘုတ်အဖွဲ့ဝင်များ၊ အကြီးတန်းစီမံခန့်ခွဲသူများ၊ အစုရှယ်ယာရှင်များနှင့် အခြားသော အကျိုးသက်ဆိုင်သူများကဲ့သို့ ဆက်စပ်ပါဝင်သူများ၏ အခွင့်အရေးများနှင့် တာဝန်ဝတ္တရားများအား ဖြန့်ကြက်ထားပုံကို တိတိပပ သတ်မှတ်ပေးပြီး ဆုံးဖြတ်ချက်ချမှတ်ရေးအတွက် စည်းကမ်းချက်များနှင့် လုပ်ထုံးလုပ်နည်းများကို ချမှတ်ပေးပါသည်” ဟု အဓိပ္ပာယ်ဖွင့်ဆိုထားပါ သည်။

ကော်ပိုရိတ်စီမံအုပ်ချုပ်မှုနှင့်စပ်လျဉ်း၍ သိရှိထားသင့်သည့် အချက်ငါးချက် ကို အောက်တွင်ထပ်မံ ဖော်ပြ ဆွေးနွေးထားပါသည်။

၁။ **ကော်ပိုရိတ် စီမံအုပ်ချုပ်မှုသည် မိမိ ၏ လုပ်ငန်း ကုမ္ပဏီအတွက် တိုက်ရိုက်ကောင်းမွန်ပါသည်။** ကော်ပိုရိတ် စီမံအုပ်ချုပ်မှု ဆိုသည်မှာ ဥပဒေကြပ်မတ်သူများနှင့် ပြင်ပရင်းနှီးမြှုပ်နှံသူများအနေဖြင့် ကုမ္ပဏီအပေါ် ကျေနပ်အားရမှုရှိစေရန် အတွက်သာ ရှိထားသင့်သည့်အရာ မဟုတ်ပါ။ စီမံခန့်ခွဲမှုအဖွဲ့နှင့် ဘုတ်အဖွဲ့ အကြား ရှင်းလင်းကွဲပြားသော အခန်းကဏ္ဍများ၊ တာဝန်ဝတ္တရားများ သတ်မှတ်ထားခြင်းသည် ရှင်းလင်းသော မဟာဗျူဟာ (clear strategy) ရေးဆွဲနိုင်စွမ်းနှင့် ဆုံးရှုံးမှုအန္တရာယ် လျော့ချနိုင်စွမ်း (risk management) တို့ကို ပံ့ပိုးပေးနိုင်ရုံသာမက ကုမ္ပဏီအနေဖြင့် တည်ငြိမ်ကြံ့ခိုင်မှုစွမ်းအားပိုမိုရှိပြီး တာဝန်ခံမှု၊ ပွင့်လင်းမြင်သာရှိမှု၊ ဘဏ္ဍာရေးအရ တည်ငြိမ်မှုတို့

ပိုမိုကောင်းမွန်သည့် အဖွဲ့အစည်းအဖြစ်သို့ ဦးတည် လည်ပတ်သွားရာတွင်နှင့် စီမံခန့်ခွဲရာတို့တွင် စနစ်တကျ လုပ်ဆောင်နိုင်စေလာမည် ဖြစ်သည်။ ကော်ပိုရိတ် စီမံအုပ်ချုပ်မှု တိုးတက်ကောင်းမွန်မှု ရမှတ်များအထက်ပိုင်း ၂၅ ရာခိုင်နှုန်းအတွင်း ရောက်ရှိနေသော ကုမ္ပဏီများသည် အောက်ခြေပိုင်း ၂၅ ရာခိုင်နှုန်းအတွင်း ရောက်ရှိနေသော ကုမ္ပဏီများထက် အစုပေါ်အမြတ်ရရှိမှုတွင် သုံးဆမြင့်မားနေကြောင်း နိုင်ငံတကာ ဘဏ္ဍာရေး ကော်ပိုရေးရှင်း (IFC) ကတွေ့ရှိခဲ့သည်။

၂။ **ကောင်းမွန်သော စီမံအုပ်ချုပ်မှုသည် ရင်းနှီးမတည်ငွေ ဆွဲဆောင်နိုင်စွမ်း (access to capital) ကို တိုးတက်စေသည်။** “ကောင်းမွန်သော ကော်ပိုရိတ် စီမံအုပ်ချုပ်မှုသည် ကုမ္ပဏီများကို ပိုမိုစွမ်းရည်ပြည့်ဝစွာ လည်ပတ်နိုင်အောင်၊ ရင်းနှီးမတည်ငွေများ ရယူနိုင်မှု ကောင်းမွန်လာအောင်၊ ဆုံးရှုံးမှုအန္တရာယ် လျှော့ချနိုင်အောင်၊ စီမံခန့်ခွဲမှုအလွဲများမှ ကာကွယ်ပေးနိုင်အောင် အထောက်အကူပြုပေးသည်” ဟု IFC က တွေ့ရှိခဲ့သည်။ ရင်းနှီးမြှုပ်နှံသူများနှင့် ဘဏ်များသည် ကောင်းမွန်သော ကော်ပိုရိတ် စီမံအုပ်ချုပ်မှုရှိသည့် အဖွဲ့အစည်းများနှင့် ဆုံတွေ့လိုကြပြီး ၎င်းတို့က ရလဒ်များ အနေဖြင့် ပိုမိုကောင်းမွန်သော တန်ဖိုးဖြတ်မှုများ (valuation) ကို ရရှိကြသကဲ့သို့ ငွေချေးယူသောအခါ၌လည်း ပိုမိုနည်းပါးသော အတိုးနှုန်းများကို ရရှိကြသည်။

၃။ **ကော်ပိုရိတ်စီမံအုပ်ချုပ်မှု ဆိုသည်မှာ ခရီးတစ်ခုဖြစ်ကြောင်း နှင့် လက်တွေ့ကျကျ အကောင်အထည်ဖော်သင့်ကြောင်း သိရှိနားလည်ပါ။** အသေးစားစီးပွားရေးလုပ်ငန်းတစ်ရပ်အနေဖြင့် ကြီးမားသော အဖွဲ့အစည်းများအတွက် ရည်ရွယ်သည့် ကော်ပိုရိတ် စီမံအုပ်ချုပ်မှုဆိုင်ရာ ဖွဲ့စည်းပုံများအားလုံးကို ချက်ချင်းအကောင်အထည်ဖော်ကျင့်သုံးမှု မပြုနိုင်သလို တည်ထောင်သူမှဆက်လက်ဦးစီးနေသေးသည့် လုပ်ငန်းများ၊ မိသားစုပိုင် လုပ်ငန်းများအနေဖြင့် ပိုမိုကောင်းမွန်သော စီမံအုပ်ချုပ်မှု ဖွဲ့စည်းပုံများဆီသို့ ကူးပြောင်းရာတွင် တစ်ဆင့်ချင်းဆီ ကူးပြောင်းမှုပြုရန် လိုအပ်မည်ဖြစ်သည်။ အဖွဲ့အစည်း ကြီးထွားလာသည့် ဖွဲ့စည်းပုံဆိုင်ရာ သိမ်မွေ့နက်နဲမှုအဆင့်အလွှာများ ပြောင်းလဲလာသည့် အခြေအနေများအပြင် စီးပွားရေး ဝန်းကျင် (business environment)၊ စီးပွားရေးစနစ် (economy) တို့အတွင်း ပြောင်းလဲလာသော လိုအပ်ချက်များကို ပြည့်မီစေရန်အလို့ငှာ ကောင်းမွန်သော စီမံအုပ်ချုပ်မှုအတွက် လိုအပ်သည့် ကော်ပိုရိတ် စီမံအုပ်ချုပ်မှု စနစ်များကို ပြန်လည်သုံးသပ်၍ ပြင်ဆင်မွမ်းမံသွားရန် လိုအပ်မည်ဖြစ်သည်။

၄။ **လူပုဂ္ဂိုလ်များ၏ အရေးပါပုံကို လျစ်လျူမရှုထားပါနှင့်။** ဒါရိုက်တာများသည် မိမိတို့၏ တာဝန်နှင့်ဝတ္တရားများကို နားလည်သိရှိထားပြီး ဤတာဝန်များအား သေသပ်ကျွမ်းကျင်စွာ ထမ်းဆောင်နိုင်ရန်အတွက် သက်ဆိုင်ရာ စွမ်းရည်များနှင့် အသိပညာတို့ကို အစဉ်မပြတ် မွမ်းမံမြှင့်တင်နေရန် လိုအပ်သည်။ Sir John Tusa က ၎င်း၏ “On Board: The Insider’s Guide to Surviving Life in the Boardroom” စာအုပ်တွင် “စည်းမျဉ်းစည်းကမ်း ချမှတ်ခြင်း၊ ဥပဒေကြမ်းမတ်ခြင်း၊ လမ်းညွှန်ချက်ထုတ်ပြန်ခြင်းတို့ကို မည်မျှပင်ဆောင်ရွက်သည်ဖြစ်စေ ဘုတ်အဖွဲ့၏ ကောင်းမွန်စွာ လုပ်ငန်းဆောင်ရွက်ခြင်းနှင့် ပြုမူဆောင်ရွက်ပုံတို့အတွက် မရှိမဖြစ်အရေးပါလှသည့် တစ်ခုတည်းသော အချက်ဖြစ်သည့် လူပုဂ္ဂိုလ်များ၏ အရေးပါပုံကို တိတိပပ သတ်မှတ်ရေးချထားရန် ခက်ခဲပေသည်။ ကောင်းမွန်သော စီမံအုပ်ချုပ်မှုပြုနိုင်ရန်အတွက် လူပုဂ္ဂိုလ်များ၏ ကောင်းမွန်သော ကျင့်ဝတ် အပေါ် တည်မှီရမည်သာ ဖြစ်ပေသည်” ဟု ရေးသားဖော်ပြထားပါသည်။

၅။ **အကောင်းမွန်ဆုံးသော ကော်ပိုရိတ်စီမံအုပ်ချုပ်မှု ဟူသည်မှာ ရည်ရွယ်ချက်ကောင်းများနှင့် စနစ်ကောင်းများ ပေါင်းစည်းခြင်းမှ ပေါ်ပေါက်လာခြင်းဖြစ်သည်။** အကြီးတန်းစီမံခန့်ခွဲသူများ၏ စိတ်သဘောထား၊ မှန်ကန်မှုလိုလားခြက်၊ ပြုမူပြောဆိုပုံ (tone from the top) နှင့် အဖွဲ့အစည်းတွင်းယဉ်ကျေးမှု (corporate culture) သည် ယင်းအဖွဲ့အစည်းအနေဖြင့် ကောင်းမွန်သော ကော်ပိုရိတ် စီမံအုပ်ချုပ်မှုကို အကောင်အထည်ဖော်၍ ထိန်းသိမ်းထားနိုင်စွမ်း ရှိမရှိကို အထူးအရေးပါပါသည်။ မိမိအဖွဲ့အစည်း၏ အဖွဲ့တွင်းယဉ်ကျေးမှု စဉ်းစားမှု ကို ဂရုတစိုက်စောင့်ကြည့်ရမည်ဖြစ်ပြီး အဖွဲ့အစည်းတွင်းရှိ ဝန်ထမ်းအားလုံး သိရှိနားလည်ထားသည့် ဝန်ထမ်းကျင့်ဝတ် (code of conduct) ထားရှိခြင်းကဲ့သို့သော နည်းလမ်းများကို အသုံးပြုခြင်းဖြင့် အဖွဲ့အစည်းများသည် ဝန်ထမ်းအားလုံးမှ ၎င်းတို့၏ ကျင့်ဝတ်နှင့် စံတန်ဖိုးများအတိုင်း စွဲစွဲမြဲမြဲလိုက်လျှောက်နိုင်ရန် အထောက်အကူဖြစ်စေပါသည်။

သေးငယ်သော အဖွဲ့အစည်းဖြစ်စေ၊ ကြီးမားသော အဖွဲ့အစည်းဖြစ်စေ စီမံအုပ်ချုပ်မှုဆိုင်ရာ ပိုမိုမူ ကောင်းမွန်လာပါက ပိုမိုကြီးထွားလာကာ ကြာရှည်ရပ်တည်နိုင်သော တိုးတက်မှု နှင့် ကြံ့ခိုင်မှုစွမ်းအားပိုမိုရရှိမည်ဖြစ် ပါသည်။ ဤခရီးလမ်းတွင် အရေးအကြီးဆုံးမှာ ပထမဆုံးခြေလှမ်းကို လှမ်းရန်ဖြစ်ပြီး နောင်တွင်လည်း အဆင့်ဆင့် ပိုမိုတိုးတက်ကောင်းမွန်လာစေရန် ဆက်လက်ဆောင်ရွက်ခြင်းပင် ဖြစ်ပါသည်။

သီရိသန်မွန်သည် မြန်မာဒါရိုက်တာများအင်စတီကျု၏ အမှုဆောင်အရာရှိချုပ် ဖြစ်ပြီး Pegu Partners ၏ Managing Partner လည်း ဖြစ်ပါသည်။

MEETING WITH CENTRAL BANK OF MYANMAR



The Chief Executive Officer of the Myanmar Institute of Directors, Daw Thiri Thant Mon, along with the Chair of the Board U Aung Zaw Naing and Board Member Daw Khine Khine Nwe paid a courtesy visit to the Central Bank of Myanmar on 11th August 2020 in Nay Pyi Taw. The MIOD delegation was kindly received by CBM Deputy Governors U Soe Thein and U Soe Min, and Deputy Director General Daw Khin Sandar. Discussions centered around the promotion and development of Corporate Governance in Myanmar and mutual support and knowledge

MOU UPDATE

We also signed a number of memorandums of understanding with partner organisations such as business chambers to jointly promote corporate governance in Myanmar and also initiated regular conversations and collaboration with other institutes of directors in the region.



Lists of Partners' Organization that signed MOU with MIoD

No.	Partners' Organization	Signed Date
1	Business Consolidation for Gender Equality (BCGE)	11 th November 2020
2	Myanmar Women Entrepreneurs Network (MyanWEN)	18 th November 2020
3	British Chamber of Commerce Myanmar (BCCM)	1 st December 2020



DIRECTORS' REPORT

Myanmar Institute of Directors Association Incorporated

Company registration number: 11784493

(Incorporated in the Republic of the Union of Myanmar)

(the "Association")

Directors Report for the year ended 30 September 2020

The directors of the Association present this report on the Association for the financial year ended 30 September 2020, together with the financial statements and the annual report.

State of the Association's affairs

The Association continues to meet its objectives outlined in its constitutional documents. Since March 2020, COVID 19 restrictions have impacted the Association's ability to conduct face to face training and events. At the end of the financial year 30 September 2020, the Association held cash and cash equivalents equivalent to USD 134,897.83, which will be carried forward to fund continuing operations.

Review of operations

The Association's operations during the year performed as expected in the opinion of the directors. Risks and uncertainties for the association are as follows:

Funding

The DaNa Facility provides support for MIOD's Secretariat costs, and IFC provides support in kind for MIOD's training program. Support from UKAid and AusAID, through DFID's DaNa Facility was renewed in July 2020 with a cut in the level of funding due to an overall reduction in UKAid budgets. The support agreement with IFC was extended until the end of December 2020, at which time the IFC's Corporate Governance project for Myanmar comes due for review of renewal. Other actual and potential sources of funding for MIOD's operations are revenue from training and membership, events, and sponsorships. The COVID-19 pandemic and economic slowdown has impacted on MIOD's ability to run courses and obtain sponsorship.

Tax Status

The tax position of the Association as with other similar associations remain unclear under the current tax regime. The Association faces an outstanding tax demand of MMK 69,925,189 by the Inland Revenue Department. The Association is currently undertaking an appeal process.

Significant changes in the state of affairs

In addition to significant change in the Association's state of affairs due to COVID 19 restrictions as mentioned above, in July 2020, the Association appointed a new Chief Executive Officer.

Principal Activities

The principal activities of the Association during the financial year were to carry out and meet the objectives of the Association as outlined in its constitutional documents. This included carrying out training activities, organizing events for the members and non-members of the MIoD in line with the COVID 19 restrictions.

Signed in accordance with a resolution of the directors dated [21st September 2021].



Thura Ko Ko
Vice Chairman

Dated this 21st day of September 2021

FINANCIAL OVERVIEW

AUDIT REPORT

**MYANMAR INSTITUTE OF DIRECTORS ASSOCIATION
INCORPORATED**

REGISTRATION NO. 117844943

FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 SEPTEMBER 2020

***KHIN SU HTAY & ASSOCIATES LIMITED
CERTIFIED PUBLIC ACCOUNTANTS***

MYANMAR INSTITUTE OF DIRECTORS ASSOCIATION INCORPORATED
REGISTRATION NO. 117844943

FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2020

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STATEMENT BY THE MANAGEMENT
OF
MYANMAR INSTITUTE OF DIRECTORS ASSOCIATION
INCORPORATED

FOR THE YEAR ENDED 30 SEPTEMBER 2020

The management of Myanmar Institute of Directors Association Incorporated (“the Association”) is responsible for the preparation and fair presentation of the financial statements, comprising the statement of financial position as at 30 September 2020, the statement of profit or loss and other comprehensive income, the statement of changes in equity and the statement of cash flows for the year then ended, and the notes to the financial statements, which include a summary of significant accounting policies and other explanatory notes, in accordance with Myanmar Financial Reporting Standards (MFRS) and the provisions of Myanmar Companies Law 2017 (“the Law”) and for such internal controls as the management determines are necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Under the Myanmar Companies Law 2017, the directors are required to prepare financial statements for each year that give a true and fair view of the state of affairs of the Association as at the end of the financial year and of the operating results of the Association for that year. It also requires that the directors to ensure the Association keeps proper accounting records according to section 258 and 261 of Myanmar Companies Law 2017 that disclose with reasonable accuracy of the financial position of the Association. The directors are also responsible for safeguarding the assets of the Association and to prevent and detect fraud and other irregularities.

The management has made an assessment of the Association’s ability to continue as a going concern and have no reason to believe the Association will not be a going concern for the next twelve months from the date of this Statement.

The management has, on the date of this Statement, authorised these financial statements for issue.

For and on behalf of Myanmar Institute of Directors Association



U Thura Ko Ko
Director

Yangon,
Date:



15th June 2021



Daw Khine Khine Nwe
Director

Yangon,
Date:



KHIN SU HTAY & ASSOCIATES LIMITED

Certified Public Accountants

(Company Registration Number: 100124548)

C-1 / 005, Ground Floor, Hninnsi Street, Yuzana Highway Complex,
Narnat Taw Road, Kamayut Township, Yangon, Myanmar

Email: thantint@kshal.com

Tel: (95-09) 799657902

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MYANMAR INSTITUTE OF DIRECTORS ASSOCIATION INCORPORATED FOR THE YEAR ENDED 30 SEPTEMBER 2020

Opinion

We have audited the financial statements of **Myanmar Institute Of Directors Association Incorporated ("The Association")**, which comprise the statement of financial position of the Association as at 30 September 2020, the statement of profit or loss and other comprehensive income, the statement of changes in equity and the statement of cash flows of the Association for the year then ended and a summary of significant accounting policies and other explanatory notes, as set out on pages 9 to 14.

In our opinion, the financial statements of the Association are properly drawn up in accordance with Myanmar Financial Reporting Standards (MFRS) and the provisions of Myanmar Companies Law 2017 ("the Law") so as to give a true and fair view of the state of affairs of the Association as at 30 September 2020 and of the results, changes in equity and cash flows of the Association for the year then ended.

Basis for opinion

We conducted our audit in accordance with Myanmar Standards on Auditing. 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 Association in accordance with the ethical requirements that are relevant to our audit of the financial statements in Myanmar, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with the provisions of Myanmar Companies Law 2017 ("the Law") and Myanmar Financial Reporting Standards (MFRS) and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Association'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 Association or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Association's financial reporting process.



KHIN SU HTAY & ASSOCIATES LIMITED

Certified Public Accountants

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Email: thantint@kshal.com

Tel: (95-09) 799657902

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 MSAs 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 MSAs, 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 Association's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- 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 Association'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 Association to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Association to express an opinion on the financial statements. We are responsible for the direction, supervision and of the Association audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control.



KHIN SU HTAY & ASSOCIATES LIMITED

Certified Public Accountants

(Company Registration Number: 100124548)

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Narnat Taw Road, Kamayut Township, Yangon, Myanmar

Email: thantint@kshal.com

Tel: (95-09) 799657902

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

Further to our opinion we report as follows:

- (a) The proper books of account have been kept by the Association in accordance with the provisions of section 258 of the Law.
- (b) In accordance with the provisions of section 280 b(i) and (ii) of the Law:
 - we have obtained all the information and explanations we have required; and
 - the financial statements are drawn up in conformity with the provisions of the Law.

Than Tint
CPA (P.A 103)
Managing Director
Khin Su Htay & Associates Limited
Certified Public Accountants



Yangon,

Date: **22 JUN 2021**

MYANMAR INSTITUTE OF DIRECTORS ASSOCIATION INCORPORATED
STATEMENT OF FINANCIAL POSITION AS AT 30 SEPTEMBER 2020

Assets	Notes	30-Sep-20 USD	30-Sep-19 USD
Non-current assets			
Property, Plant and Equipment	4	10,129.48	-
Total non-current assets		10,129.48	-
Current Assets			
Cash and Cash Equivalents	5	134,897.83	151,009.41
Accounts Receivable	6	1,913.66	18,950.00
Prepayment	7	1,465.46	-
Other Receivable	8	183.81	-
Total current assets		138,460.76	169,959.41
TOTAL ASSETS		148,590.24	169,959.41
LIABILITIES AND ACCUMULATED FUNDS			
Current Liabilities			
Accrued Expense	9	3,861.14	6,945.00
Other Payables	10	12,613.39	1,036.01
Commercial Tax Payable	11	7,577.69	6,550.26
Personal Income Tax Payable	12	-	33.42
Provision for Corporate Income Tax	13	45,931.45	-
Total current liabilities		69,983.67	14,564.69
Total Liabilities		69,983.67	14,564.69
Accumulated Funds			
Fund Balance		78,606.57	155,394.72
Total Accumulated Funds		78,606.57	155,394.72
TOTAL LIABILITIES AND ACCUMULATED FUNDS		148,590.24	169,959.41

Authenticated by:



U Thura Ko Ko
Director



15th June 2021



Daw Khine Khine Nwe
Director

Yangon,
Date:

**MYANMAR INSTITUTE OF DIRECTORS ASSOCIATION INCORPORATED
STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 30 SEPTEMBER 2020**

	Notes	30-Sep-20 USD	30-Sep-19 USD
Income			
Membership and training fees	14	63,353.23	152,699.83
Less: Direct Expenses	15	(24,011.29)	(21,397.28)
		<u>39,341.94</u>	<u>131,302.55</u>
Gross Profit			
Les Expenses			
General and administrative expenses	16	(73,515.31)	(14,332.51)
Exchange Gain/(Loss)		5,416.15	(344.78)
		<u>(28,757.22)</u>	<u>116,625.26</u>
Profit/(Loss) for the Year/Period			
		<u>(28,757.22)</u>	<u>116,625.26</u>
Other Comprehensive Income		-	-
		<u>(28,369.26)</u>	<u>116,625.26</u>
Total Comprehensive Income for the Year/Period			
		<u>(28,369.26)</u>	<u>116,625.26</u>

Authenticated by:



U Thura Ko Ko
Director



15th June 2021



Daw Khine Khine Nwe
Director

Yangon,
Date:

The annexed accounting policies and explanatory notes form an integral part of the financial statements

MYANMAR INSTITUTE OF DIRECTORS ASSOCIATION INCORPORATED
STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 SEPTEMBER 2020

	SHARE CAPITAL	RETAINED EARNINGS	USD TOTAL
As at 01 October 2019	-	155,394.72	155,394.72
Prior Year Adjustment		(48,030.93)	(48,030.93)
Total Comprehensive Income/(Loss) for the year	-	(28,757.22)	(28,757.22)
As at 30 September 2020	-	78,606.57	78,606.57

MYANMAR INSTITUTE OF DIRECTORS ASSOCIATION INCORPORATED
STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 30 SEPTEMBER 2020

	30-Sep-20	30-Sep-19
	USD	USD
Cash Flows from Operating Activities		
Excess/(Decline) Income for the period	(28,757.22)	116,625.26
Prior Year Adjustment	(48,030.93)	-
Depreciation and Amortisation	2,679.00	-
Operating cash flows before working capital changes	(74,109.15)	116,625.26
Increase /(Decrease) in other creditors and accruals	55,418.98	9,693.56
(Increase) /Decrease in deposit and prepayment	15,387.07	(6,267.46)
Cash flow from operating activities	(3,303.10)	236,676.62
Tax Paid	-	-
Net cash flow from operating activities	(A) (3,303.10)	236,676.62
Cash Flows from Investing Activities		
Purchase of Non-Current Assets	(12,808.48)	-
Net Cash used in investing activities	(B) (12,808.48)	-
Cash Flows from Financing activities		
Net Cash provided/(used) in investing activities	(C) -	-
Net increase in Cash and Cash equivalents	(A+B+C) (16,111.58)	236,676.62
Cash and Cash equivalents at Beginning of the Year/Period	151,009.41	(85,667.21)
Cash and Cash equivalents at End of the Year/Period	134,897.83	151,009.41

The annexed accounting policies and explanatory notes form an integral part of the financial statements

MYANMAR INSTITUTE OF DIRECTORS ASSOCIATION INCORPORATED
REGISTRATION NO. 117844943
NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2020

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

1. Domicile and activities

MYANMAR INSTITUTE OF DIRECTORS ASSOCIATION INCORPORATED is domiciled and registered in the Republic of the Union of Myanmar with its registered office at Shwe Dagon Pagoda Road, No.60, Level 4, Room 408, Prime Hill Business Squares City Office Tower, Dagon Township, Yangon, Myanmar. The Association was registered in the Republic of the Union of Myanmar Registration Certificate No.117844943 of Directorate of Investment and Company Administration (DICA), Ministry of National Planning and Economic Development.

The objective for which Myanmar Institute of Directors Association is established:

- To promote the highest standards and best practices of corporate governance;
- Advance board professionalism by offering corporate governance professional development programs to board directors and officers of public, private and stat-owned companies;
- Promote business ethics and corporate citizenship among body corporates, directors and officers;
- Promote sustainable practices that integrate environmental, social and governance (ESG) considerations;
- Promote transparency, disclosure of accessible, reliable, timely, and material information by companies to its shareholders, stakeholders and the general public and a comprehensive and integrated approach to corporate reporting;
- Conduct the study, research, benchmarking and development of the practice of corporate governance in the Union, and to publish, disseminate or otherwise make available the results of such study or research;
- Create networks amongst and between corporate leaders and stakeholders,
- Contribute to boosting investor confidence in Myanmar’s capital markets,
- Establish and maintain an active network of individual members;
- Establish relationships and strategic partnerships, and engage in joint activities, with national, regional and international bodies active in corporate governance, including regulators and peer organizations in other countries and with other bodies or organizations which may advance the objects of the MIOD;
- Provide advice and counseling on corporate governance practices and related matters; and
- Generally, to do all such other things as are conducive or incidental to the attainment of the above objects.

2. Basis of Preparation

(a) Statement of Compliance

The financial statements have been prepared in compliance the provisions of Myanmar Companies Law 2017 (“the Law”) and applicable standards of Myanmar Financial Reporting Standards (MFRS).

(b) Basis of Measurement

The financial statements have been prepared on the historical cost basis.

MYANMAR INSTITUTE OF DIRECTORS ASSOCIATION INCORPORATED
REGISTRATION NO. 117844943
NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2020

(c) Use of estimates and judgements

The preparation of financial statements in conformity with MFRS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and in any future periods affected.

There are no accounting estimates and judgement made by the management that has a significant effect on the financial statements

3. Significant Accounting Policies

The Association has applied the following accounting policies consistently in all periods presented in these financial statements.

(a) Functional and Presentation Currency

The financial statements are presented in United States Dollars, which is the Association's reporting currency of statutory accounts. Management of Myanmar Institute of Directors Association Incorporated determined to treat United States Dollars as the functional currency of the Association starting from 24 May 2018 and maintained and recorded in United States Dollars.

Transactions in currency other than USD were translated into USD using Central Bank of Myanmar (CBM) exchange rate prevailing on transaction dates.

All monetary assets and liabilities denominated in MMK outstanding at the reporting date are translated into USD at the exchange rate of CBM ruling at the reporting date (30 September 2020). i.e. MMK 1,308.5 per USD 1.

Foreign exchange gains and losses resulting from the settlement of such transactions are recognized in Statement of Profit or Loss and Other Comprehensive Income.

(b) Property, Plant and Equipment

Property, Plant and Equipment is stated at cost less accumulated depreciation and impairment losses, if any; Depreciation is recognized in the Statement of Profit or Loss and Other Comprehensive Income on a straight-line basis over estimated useful life of each component of an item of property, plant and equipment. Depreciation methods, useful life value are assessed at reporting date.

The estimated useful life of Property, Plant and Equipment is as follows;

	Useful life
Computer & Accessories	5 years
Furniture and Equipment	5 years
Office Equipment	3 years

(c) Revenue Recognition

Revenue is recognized when services are provided, revenue excludes commercial tax.

MYANMAR INSTITUTE OF DIRECTORS ASSOCIATION INCORPORATED
REGISTRATION NO. 117844943
NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2020

(d) Cash and cash equivalents

Cash and cash equivalents comprise of cash in hand and cash at bank in CB Bank.

(e) Other payables

Other payables are initially recognized at fair value and thereafter stated at amortized cost unless the effect of discounting would be immaterial, in which case they are stated at costs.

(f) Provisions

Provisions are recognized when the company has a legal or constructive obligation as a result of past events, it is more likely than not that an outflow of resources will be required to settle the obligation; and a reliable estimate of the amount of the obligation can be made.

(g) Taxation

Tax expenses are determined on the accounting profit for the year.

4. Property, Plant and Equipment

Details are as follow.

	Computer & Accessories	Furniture and Equipment	Office Equipment	Total (USD)
Cost				
As at October 01, 2019	-	-	-	-
Addition	6,666.61	5,944.03	1,339.84	13,950.48
Disposal	-	-	-	-
Adjustment	-	-	-	-
As at September 30, 2020	6,666.61	5,944.03	1,339.84	13,950.48
Accumulated depreciation:				
As at October 01, 2019	-	-	-	-
Addition	1,112.00	1,128.00	439.00	2,679.00
Disposal	-	-	-	-
Adjustment	316	646	180	1,142.00
As at September 30, 2020	1,428.00	1,774.00	619.00	3,821.00
Net Book Value				
As at September 30, 2020	5,238.61	4,170.03	720.84	10,129.48

5. Cash and Cash Equivalents

Details are as follow.

	30-Sep-20 USD	30-Sep-19 USD
Cash At Bank- CB (MMK)	27,966.68	43,868.03
Cash At Bank - CB (USD)	105,946.80	104,885.17
Cash in Hand -MMK	609.92	882.21
Cash in Hand -USD	2.00	1,374.00
CB Bank Visa USD	372.43	0.00
Total	134,897.83	151,009.41

MYANMAR INSTITUTE OF DIRECTORS ASSOCIATION INCORPORATED
REGISTRATION NO. 117844943
NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2020

6. Account Receivable		
Details are as follow.		
	30-Sep-20	30-Sep-19
	USD	USD
Account Receivable from Training fees and Membership fees	1,913.66	18,950.00
Total	<u>1,913.66</u>	<u>18,950.00</u>
7. Prepayment		
Details are as follow.		
	30-Sep-20	30-Sep-19
	USD	USD
Prepayment of Office 365 (2/24/2020 to 2/23/2021)	1,465.46	-
	<u>1,465.46</u>	<u>-</u>
8. Other Receivable		
Details are as follow.		
	30-Sep-20	30-Sep-19
	USD	USD
Receivable from IFC for QR Code Generator PRO Advanced (8/19/2020 to 8/19/2021)	183.81	-
	<u>183.81</u>	<u>-</u>
9. Accrued Expense		
Details are as follow.		
	30-Sep-20	30-Sep-19
	USD	USD
Accrued Salary Expenses	-	400.00
Over payment from City holding due to absent event	1,700.00	1,700.00
Accrued Tax Service Fees	-	2,100.00
Account preparation from July 20 to Sept 20	300.00	750.00
Audit Fee from Oct 19 to Sept 20	1,350.00	1,995.00
Electricity for Sep'20	33.37	-
Phone Bill for Aug'20 & Sep'20	8.53	-
Cleaning charges for Sept 20	61.14	-
Air Ticket Fee for Oway Travel & Tours	408.10	-
Total	<u>3,861.14</u>	<u>6,945.00</u>
10. Deferred Income		
Details are as follow.		
	30-Sep-20	30-Sep-19
	USD	USD
Deferred Income	100.70	100.70
Development Charges	935.31	935.31
Payable to Ma Aye Aye Aung	20.73	-
Reinstatement Prime Hill Room	11,556.65	-
Total	<u>12,613.39</u>	<u>1,036.01</u>

MYANMAR INSTITUTE OF DIRECTORS ASSOCIATION INCORPORATED
REGISTRATION NO. 117844943
NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2020

11. Commercial Tax Payable

Details are as follow.

	30-Sep-20	30-Sep-19
	USD	USD
Commercial Tax Payable for FY2018-19	2,358.49	2,177.23
Commercial Tax Payable for Apr 19 to Sept 19	5,149.25	4,373.03
Commercial Tax Payable for FY2019-20	69.95	-
Total	<u>7,577.69</u>	<u>6,550.26</u>

12. Personal Income Tax Payable

Details are as follow.

	30-Sep-20	30-Sep-19
	USD	USD
Personal Income Tax Payable Ma Su Tar Yar (April 19 to Sept 19)	-	33.42
Total	<u>-</u>	<u>33.42</u>

13. Corporate Income Tax Payable

Details are as follow.

	30-Sep-20	30-Sep-19
	USD	USD
Corporate Income tax for 18-19 (MMK13,945,608.00/1308.5)	10,657.71	-
Corporate Income tax for Apr 19 to Sept 19 (MMK46,155,694.00/1308.5)	35,273.74	-
Total	<u>45,931.45</u>	<u>-</u>

14. Income

Details are as follow.

	30-Sep-20	30-Sep-19
	USD	USD
Membership fee	5,279.20	4,349.88
Training fees and Breakfast Talk Fees	46,623.39	148,349.95
Donation in Kind	11,450.64	-
Total	<u>63,353.23</u>	<u>152,699.83</u>

15. Direct Expense

Details are as follow.

	30-Sep-20	30-Sep-19
	USD	USD
Events (Training + Event)	6,730.29	9,972.30
Trainers Teaching Fees	17,281.00	7,045.44
Training development fees	-	4,379.54
Total	<u>24,011.29</u>	<u>21,397.28</u>

MYANMAR INSTITUTE OF DIRECTORS ASSOCIATION INCORPORATED
REGISTRATION NO. 117844943
NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2020

16. General and Administrative expenses

Details are as follow.

	30-Sep-20	30-Sep-19
	USD	USD
Bank Service Charges	558.16	590.12
Internet and Telecommunications	193.63	2,211.35
Journal and Newspaper	114.28	103.61
Meal and Entertainment	1,086.81	299.37
Office Supplies	3,253.67	998.95
Other Allowance	-	33.42
Printing and Stationery	2,407.54	1,421.85
Salary	14,657.61	2,057.03
Travelling Expenses	4,444.52	3,590.64
Utilities Expenses	-	66.17
Professional Fees Expenses	17,921.16	2,960.00
Advertising	318.92	-
Cleaning charges	2,832.92	-
Computer & Accessories	388.61	-
Depreciaton-Computer and Acces	1,112.00	-
Depreciation-Furniture and Equi	1,128.00	-
Depreciation-Office Equipment	439.00	-
Electricity Bills	161.37	-
Hotel & Accomodation charges	488.60	-
Medical Expense	30.25	-
Office Rent	8,979.00	-
Postage and Delivery	89.69	-
Repair & maintenance	11,789.76	-
Service Charges	752.34	-
Stamp duty fees	38.47	-
Subscription Fee	329.00	-
Total	<u>73,515.31</u>	<u>14,332.51</u>

17. Comparative Figures

Figures of the period from 01 April 2019 to 30 September 2019 were shown in the financial statements to facilitate comparison.

18. Authority for Issue

The financial statements were authorized for issue by the Management of Myanmar Institute Of Directors Association Incorporated.

Myanmar Institute of Directors

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