IoD Centre for Corporate Governance

2019

ANNUAL REPORT & FINANCIAL STATEMENTS

PARTNERS

Member of the African Corporate Governance Network

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CORPORATE INFORMATION

BOARD OF GOVERNORS

Dr. Ebun Sonaiya F.IoD	(Appointed wef April 17, 2019)	Chairman
Chief Mrs. Eniola Fadayomi DF.IoD	(Up to April 17, 2019)	Chairman
Alhaji Ahmed Rufai Mohammed, DF.IoD	(Up to April 17, 2019)	Member
Lady Azuka Azinge M. IoD		Member
Mr. Chike Nwanze DF.IoD	(Up to April 17, 2019)	Member
Mr. Tunji Oyebanji F.IoD	(Up to April 17, 2019)	Member
Mr. Bola Adeeko M. IoD		Member
Iyalode Alaba-Lawson F.IoD	(Up to July 11, 2019)	Member
Mr. Akin Morakinyo	(Up to January 10, 2020)	Member
Ms. Mary Uduk		Member
Mr. Bamidele Alimi M.IoD		Member
Mr. Tarfa M.C Makyur		Member
Mrs. Bosede Florence Ikhanoba		Member
Prince Ben Onuora F.IoD	(Appointed wef April 17, 2019, Resigned effective June 20, 2020)	Member
Alhaji Shuaibu Idris F.IoD	(Appointed wef April 17, 2019)	Member
Mrs. Amina Oyagbola F.IoD	(Appointed wef April 17, 2019) Resigned effective July 14, 2020	Member
Hajiya Saratu Iya Aliyu	(Appointed wef April 30, 2020)	Member
Mr. Seye Awojobi	(Appointed wef April 30, 2020)	Member

EXECUTIVE DIRECTOR/CEO

Dr. Nechi Ezeako M.IoD	(Resigned effective July 8, 2020)
Mr. Nerus Ekezie	(Acting July 9, 2020)

REGISTERED OFFICE:
28, Cameron Road,
Ikoyi, Lagos.

REGISTRATION NUMBER:
RC: 653567

COMPANY SECRETARY:
Mrs. Serena Mordi

AUDITORS:
Messrs Ijewere & Co. (Chartered Accountants)
126, Lewis Street, Lagos.

BANKERS:
First Bank of Nigeria Plc
Wema Bank Plc

BOARD OF GOVERNORS

Dr Ebun Sonaiya, DF.IoD
Chairman

Lady Azuka Azinge, M.IoD

Mr Bola Adeeko, F.IoD

Ms Mary Uduk

Mr Dele Alimi, M.IoD

Mrs Bosede Ikhanoba

Mr Tarfa Makyur

Alhaji Shuaibu Idris, F.IoD

Hajiya Saratu Iya-Aliyu

Mr. Oluseye Awojobi

NOTICE OF ANNUAL GENERAL MEETING OF IoD CENTRE FOR CORPORATE GOVERNANCE

NOTICE IS HEREBY given that the Annual General Meeting of IoD Centre for Corporate Governance has been scheduled to hold as follows:

Date: **Tuesday, December 8, 2020**

Time: 11:00am prompt

Venue: IoD Nigeria Secretariat, 28 Cameron Road, Ikoyi, Lagos

AGENDA

ORDINARY BUSINESS

1. To lay before the members, the Chairman's Report, Statement of Financial Position (Balanced Sheet) and Comprehensive Income and Expenditure Statement (Account) for the year ended December 31, 2019 and the report of the Auditors thereon.
2. To re-appoint the Auditors and authorise the Board to fix the remuneration of the Auditors.
3. To elect/re-elect Members of the Board of Governors retiring by rotation or being appointed in to the Board.

SPECIAL BUSINESS

To consider and if thought fit, approve by Special Resolutions the following amendments to the Centre's Memorandum and Articles of Association (MeMart). Viz:

4. That Clause 3(e) of the Memorandum and Articles of Association be amended to read as follows: To improve the quality of Corporate Governance practices "***by providing Corporate Governance services such as Board Induction, Board Evaluation, Corporate Governance Framework development, Corporate Governance Audit and other related CG fields, etc. to organizations thereby***" promoting the economic and social benefits of greater transparency, integrity, probity, accountability and responsibility.

NOTICE OF ANNUAL GENERAL MEETING OF IoD CENTRE FOR CORPORATE GOVERNANCE

5. That clause 3(t) be amended to read as follows: "***To create and promote effective compliance monitoring mechanism(s) towards enhancing the role of IoD in its Ethics Committee"***.

6. That the last part of Articles 5 be amended as follows: The Patron shall be *"**5 (five)"*** in number and they shall normally hold office for Four years from time of their respective first appointment or for such other period as the *"**Board of Governors"*** may determine.

7. Article 6(b) be amended to read: The members of the Board of Governors shall be appointed by *"**nominations to be received by the Founding and Institutional Partners of the Centre"*** following which their appointments shall be approved/ratified at the next General Meeting of the Centre.

8. Article 6(c) be amended to read: The Board of Governors shall consist ***of a maximum of 15 members*** including which would include the following:

   (i) **Representatives** of the following organizations:-

   1. The Institute of Directors – ***3 Representatives***;
   2. The Securities and Exchange Commission – ***2 Representatives***;
   3. The Corporate Affairs Commission – ***2 Representatives***;
   4. ***Nigerian Stock Exchange – 1 Representative;***
   5. ***Chartered Institute of Bankers of Nigeria– 1 Representative;***
   6. ***Nigerian Association of Chambers of Commerce, Industry, Mines, and Agriculture – 1 Representative***
   7. ***Director General, Institute of Directors***

9. Article 6(d) be amended to read: The members of the Board of Governors shall hold office for ***an initial*** term of 4 (four) years from the time of their first appointment and

NOTICE OF ANNUAL GENERAL MEETING OF IoD CENTRE FOR CORPORATE GOVERNANCE

their tenure ***may be renewable for another term of 4 (four) years*** as may be determined "***by the Institution nominating them to the Board of Governors".***

10. That the first part of Article 7 be amended to read: The Board of Governors shall appoint the following Executive Officers who will be responsible for the day to day management of the Centre:-

(i) ***Chief Executive Officer (CEO);***

(ii) ***All positions from Assistant Director and above;***

11. That Article 14 be amended as follows: The quorum necessary for the transaction of the business of the Board of Governors may be fixed by the Board of Governors. A meeting of the Board of Governors at which a quorum is present shall be competent to exercise all powers and discretions for the being exercisable by the Board of Governors. *"**A simple majority of Members present at any meeting shall suffice to pass any resolution".***

12. That Article 15 be removed from the Articles of Association.

13. That Article 18 be included the Articles of Association and to read as follows: "***An Alternate Director may be appointed to attend meeting of the Board of Governors on behalf of a member of the Board of Governors where the principal member would be otherwise unable to attend a board/ committee or any other meeting".***

14. That Article 19 be included in the Articles of Association and to read as follows: "***The Board shall determine the suitability of the Alternate director, who may be appointed as Alternate Director of the Centre".***

15. That the last part of Article 23(b) be amended to read: The Board of Governors may invest moneys in the fund in any security created or issued by or on behalf of any government in the Federation or in any other securities in Nigeria approved by the Board of Governors. "***Subject to the Provisions of the Trustees Investment Act of Nigeria".***

16. That Article 27(b) (i) be amended to read: Reading, considering and adopting the *"**Balance sheet (Statement of Financial Position) and Income and Expenditure As (Comprehensive Income Statement) Account"*** and reports of the Board of Governors and the Auditors, and other related documents.

NOTICE OF ANNUAL GENERAL MEETING OF IoD CENTRE FOR CORPORATE GOVERNANCE

17. That all other typographical as well as grammatical errors noticed in the existing MeMart and corrected are hereby approved as presented in the new draft MeMart before Members of the Centre.

18. That Members authorise the Company Secretary to complete the processes of the amendments by registration of the revised document with the Corporate Affairs Commission.

PROXY:
A corporate member of the Centre entitled to attend and vote at the meeting may appoint a proxy to attend and vote of its behalf.

A proxy form should be completed and sent to or deposited at the Executive Director, IoD Centre for Corporate Governance, 28, Cameron Road, Ikoyi Lagos, on or before Thursday, 26th November, 2020.

All relevant documents in connection with the meeting are available to all members from the Date of Notice at the address above.

E-ANNUAL REPORT
The electronic version of this annual report (e-annual report) will be emailed to all members.

LIVE STREAMING OF AGM
The AGM will be streamed live. This will enable members who will not be attending physically to follow the proceedings. The link for the AGM live streaming will be sent to all corporate members

Dated this 9th day of November, 2020.

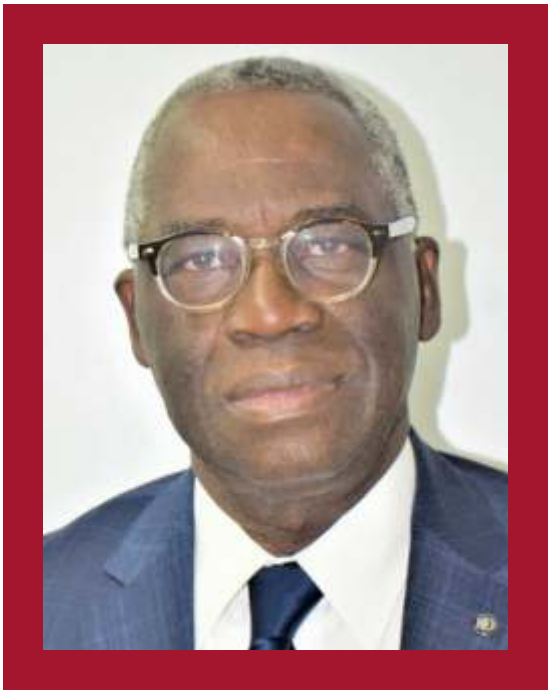
BY ORDER OF THE BOARD OF GOVERNORS

SERENA MORDI
BOARD SECRETARY

CHAIRMAN'S STATEMENT TO THE 2020 ANNUAL GENERAL MEETING OF IoD CENTRE FOR CORPORATE GOVERNANCE HELD ON DECEMBER 8, 2020

Distinguished members of the Centre's Board of Governors and of the IoD Governing Council, Group, Corporate and Institutional Members of IoD Centre for Corporate Governance, Ladies and Gentlemen; it is with great pleasure that I welcome you all to the Annual General Meeting (AGM) of our Centre, IoD Centre for Corporate Governance holding this 8th day of December, 2020 at the IoD Nigeria Secretariat. I am very pleased to preside over this annual meeting for the second time since my assumption to office on April 17, 2019 as the Chairman, Board of Governors. It is therefore a delight to see you all in attendance and I take this opportunity to thank you for creating the time out of your very busy schedules to be at this AGM.

In presenting a report of our activities and performance for the 2019 financial year, it is important that I briefly highlight some major developments that defined the environment in which the Centre operated that year.



A REVIEW OF MACROECONOMIC IN 2019

In 2019, the general election was successfully conducted to elect leaders at presidential, gubernatorial and parliamentary levels. In the keenly contested presidential elections, the incumbent President, Mohammadu Buhari, was re-elected to serve another four years in office. The successful conduct of the elections resulted in the dissipation of pre-election uncertainties and the ramping-up of business activities. To consolidate on the success of the election, the fiscal and monetary authorities focused on growth-oriented policies which moderately raised the economic growth rate, improved the ease of doing business, stabilised exchange rate and moderated the pace of inflation.

Following the general election, the Nigerian economy recorded a positive but fragile performance in the year 2019, as the post-recession recovery of the economy continued. According to the National Bureau of Statistics (NBS), aggregate output, measured by Gross Domestic Product (GDP), grew by 2.27% in 2019, compared to 1.91 percent recorded in 2018. On a quarterly basis, GDP grew by 2.10%, 2.12% 2.28% and 2.55% in Q1, Q2, Q3 and Q4, 2019, respectively. The performance of the domestic economy was driven by relatively high crude oil prices in the international commodities market, as well as improved oil production averaging 2 million barrels per day (mbpd) all through 2019.

Also, the recovery in services and industry sectors, particularly mining and quarrying, and manufacturing was a boon to GDP growth. The slower pace of inflation provided headroom for the Central Bank to reduce the official monetary policy rate from 14% to 13.5% in the first quarter of the year. The Central Bank also turned to a more accommodative monetary stance, vide directives and regulations, to stimulate economic growth by minimising the crowding-out of the private sector and reducing the private and public cost of borrowing. The CBN prescribed a Loan-to-Funding ratio of 60% to be met in September 2019 and increased the ratio to 65% by December 2019. A punitive levy of an additional Cash Reserve Requirement (CRR) of 50% on the shortfall implied by the target Loan-to-Funding ratio was applied to defaulting banks.

Overall, the Nigerian economy recorded moderate improvements in the area of growth, price and exchange rate stability as well as fiscal stability.

STRENGTHENING OUR MANDATE

Your Centre, IoD Centre for Corporate Governance (IoDCCG) continued its mandate of actively making distinctive and significant contributions aimed at

enhancing the knowledge in and the practices of corporate governance as well as anti-corruption and ethics compliance by organisations in Nigeria. The Centre was able to make strategic contributions as part of the IoD Nigeria team that lent its voice to the Nigerian Code of Corporate Governance 2018 released by the Financial Reporting Council of Nigeria. The Code was eventually unveiled by the Federal Government on January 15, 2019.

The Centre continued to dedicate its attention, focus and resources toward inculcating the best and leading international practices in corporate governance, not only through its traditional approach of promoting discussions, advocacy sessions, trainings, research leading to publication of journals and position papers in corporate governance, but also engaging with organisations to carry out diagnostic reviews of their existing corporate governance practices. The outcome of these reviews is to update organisations on best and leading corporate governance principles, standards and practices and help them develop customised corporate governance frameworks that aid their sustainability and enhance performance. The Centre's competence in the areas of board evaluation, board induction, corporate governance assessment, policies reviews and other value-adding corporate governance projects must be emphasised.

It is worthy to note that the year 2019 began with Board Evaluation and Corporate Governance project mandates from top organisations through which the Centre took the opportunity to add value to the corporate governance standards and practices of these organisations. The Centre also continued with its corporate governance workshops which include Workshop on the Practical Application of the Nigerian Code of Corporate Governance, 2018 held on April 11, 2019; Workshop on Mitigating the Risk of Corruption for Businesses held on April 24-25, 2019; Workshop on the Intersection Between Corporate Governance and Effective Human Resources Management held on May 16-17, 2019; and Workshop on Corporate Governance & the Audit Committee: The Key Concerns held on June 11, 2019. The Workshop on the practical application of the Nigerian Code of Corporate Governance, 2018 was the first of its kind. This training was designed to equip key corporate governance stakeholders with in-depth knowledge of the code and the prerequisite skills needed for its practical application within the framework of their organisations.

The Centre also continued to work closely with and as an Affiliate Member of the African Corporate Governance Network (ACGN). The Centre's active participation at ACGN led to the recent attainment of full-fledged member status of the Network at its Ghana Meetings, May, 2019.

INTERNATIONAL TRAINING PROGRAMMES

In the year 2019, the Centre signed a Memorandum of Understanding with TVL Consulting Limited to jointly organise international Corporate Governance programmes titled "The International Directors' Master-class on Corporate Governance and Values-Based Leadership programmes". The 2019 Directors International Masterclass on Corporate Governance and Values-Based Leadership was the first instalment of the Centre's international training programmes. The Master-class targeted Directors and other high-level officials across the public and private sectors of Nigeria. The first run was held on August 6-9, 2019 at the Hilton Paddington Hotel, London, UK.

The London Masterclass was successful with Directors and high-level officials in key public and private sector organisations in attendance. The Governor of the Central Bank of Nigeria was also represented by Mr. Emmanuel Ukeje, who proved to be an able stand in for the Governor. On Day 2, the participants were treated to a tour of London and visited two historic sites (Bank of England Museum and Natural History Museum) after which there was a nice outside lunch.

The Second run of the 2019 Directors International Masterclass on Corporate Governance and Values-Based Leadership was held on October 21-24, 2019 at the Hampton by Hilton Hotel, Dubai, UAE. The Dubai masterclass was also successfully conducted with Directors and other High-Level officials across the public and private sector organisations of the Nigeria economy in attendance.

COLLABORATIONS & PARTNERSHIPS

IoDCCG continued with the quest for more collaborations and partnerships with organisations in both the public and private sector towards the fulfillment of its missions and vision.

The Centre's collaboration with CIPE is on-going with a renewed Licensing and Co-operation Agreement in April 2019. The collaboration with CIPE enabled the Centre to enhance its offerings in the areas of anti-corruption and ethics compliance and develop knowledge in these key areas which synergise with Corporate Governance to enhance ethical behaviour in organisations thereby leading to good corporate reputation and sustainability. Some of the achievement of the collaboration include Report of the Baseline Survey on Anti-Corruption and Ethics Compliance in Nigeria, different trainings for directors and Compliance

managers as well as the launch of the Business Network on Ethics and Integrity.

Further in 2019, the Centre entered into a partnership with the Nigerian Stock Exchange (NSE) to offer training on the Practical Application of the Nigerian Code of Corporate Governance, 2018. The focus of the partnership is to run joint training programmes on the recently released Nigeria Code of Corporate Governance and other Corporate Governance related programmes. This collaboration with NSE is presently ongoing and has recorded good success.

ACCA GLOBAL CEO COURTESY VISIT TO IoDCCG

The Association of Chartered Certified Accountants (ACCA) Global Chief Executive, Helen Brand OBE, visited Nigeria between October 9 and 10, 2019 and paid a courtesy visit to IoD Centre for Corporate Governance with her team consisting of Jamil Ampomah- Director- Africa, ACCA, Tom Isibor-Head, ACCA Nigeria, Victor Ayoola- Education and Learning Manager, ACCA Nigeria, Aderonke Adebule- Business Development Manager, ACCA Nigeria. The Team was received by the Chairman IoDCCG represented by Prince Onuora and Alhaji Shuaibu Idris, members of the Board of Governors.
The key objective of the courtesy visit was to discuss possible areas of collaboration on mutually beneficial interest; major issues include, Ethics, Corporate Governance, Business Sustainability and Compliance. The Collaboration between IoDCCG and ACCA is currently being explored.

DPR COURTESY VISIT TO IoDCCG

The Department of Petroleum Resources (DPR), represented by a team consisting of Mr Ayuba Zakka, Ms. Ndiyo-Aiyetan Eyoanwan and Mr. Dawap Benshak paid a courtesy visit to IoD Centre for Corporate Governance to continue discussions and engage with the management of IoDCCG on the entrenchment of Corporate Governance in DPR, including Corporate Governance trainings and governance Framework. The meeting was highly engaging and the outcome very fruitful.

2019 BOARD LEADERSHIP CONFERENCE ON CORPORATE GOVERNANCE

The Centre's flagship programme: the 2019 edition of the Corporate Governance and Board Leadership Conference with the theme "Repositioning Directors for Leadership Excellence" was held on November 28, 2019. This conference held in collaboration with the Centre's partner, the Corporate Affairs Commission (CAC), and was tailored to serve as a training for new and existing Directors on their roles and responsibilities as Board members. The event recorded good success with over 30 directors, top Management and captains of industry from diverse sectors of the economy in attendance.

The Centre also held several in-plant trainings and workshops on corporate governance for various organisations in both public and private sectors during the period being reported.

BOARD CHANGES IN 2019

In accordance with the Centre's Memorandum and Articles of Association, changes were made to the Board of Governors. Having served their respective tenures of 4 years each, the Governing Council of IoD Nigeria approved the replacement of its four representatives on the Centre's Board of Governors with four new board members, namely:

1. Dr Ebun Sonaiya, F.IoD – Chairman
2. Prince Ben Onuora, F.IoD – Member
3. Alhaji Shuaibu Idris, F.IoD - Member
4. Mrs. Amina Oyagbola, F.IoD - Member

Similarly, the Centre received the re-nominations of the existing board members representing CAC, SEC and NSE as well as new appointments from CIBN & NACCIMA:

1. Lady Azuka Azinge, M.IoD
   – re-nominated, representing CAC;
2. Ms. Mary Uduk
   – re-nominated representing SEC;
3. Mr. Bola Adeeko, M.IoD
   – re-nominated representing NSE;
4. Hajia Saratu Iya-Aliyu
   – new appointment, representing NACCIMA;
5. Mr. Seye Awojobi
   – new appointment, representing CIBN

On your behalf, I hereby place on record, the Centre's appreciation to the four outgone Board members, Chief (Mrs) Eniola, Fadayomi, DF.IoD (former Chairman); immediate past President of IoD Nigeria, Alhaji Rufai Mohammed, DF.IoD; Mr. Chike Nwanze, DF.IoD and Mr. Adetunji Oyebanji, F.IoD for their contributions to the Centre during their tenure.

2020 OUTLOOK:

COVID-19 Pandemic & Impact

The Coronavirus Disease commonly known as COVID-19, emerged in December 2019 and immediately became a global pandemic that has

threatened the health of individuals and the welfare of societies on a vast scale, including its impact on global economic activity and growth.

Undoubtedly, the COVID-19 pandemic has given rise to unforeseeable consequences, not only in the corporate world but across all facets of human activities, as its impact has resulted in the largest restriction on the movement of people around the globe since World War II and an economic and trade impact which will have long term consequences. Since the advent of the Nigeria's index case of COVID-19 in February 2020, the government had come up with various guidelines, policies, directives and restrictions to address the risk to individuals and public health. However, the COVID-19 pandemic is having serious impact on economic activities and financial markets. As the impact of COVID-19 pandemic becomes widespread in Nigeria and globally, the Nigerian government have imposed new rules on social gatherings with physical distancing becoming the new normal.

Due to the impact of the COVID-19 pandemic, virtual/remote activities became a necessary measure IoDCCG had to put in place in order to attain continuous operational efficiency. The Centre's core operations such as Trainings, Conferences, Corporate Governance Services and Anti-Corruption and Ethics Compliance Services have been affected by the lockdown measures put in place by the Government and the need for continuing social distancing even following the gradual easing of the lockdown. These significantly impacted on revenue generation of the Centre as it led to cancellation of various planned physical open programmes while the online replacements saw reduction in and downward review of fees accruable to the Centre. Not least impacted by these changes were the Centre's 2020 international programmes from which significant inflows had been expected but which will no longer hold in year 2020 due to travel restrictions as a result of the pandemic.

The COVID-19 pandemic however, activated a new wave of digital innovation by the Centre i.e. deployment of Technology for new programmes addressing critical issues raised by COVID-19 in relation to the Centre's core mandate of providing high quality corporate governance trainings and services for Boards and Executives in both the public and private sectors using internet based technology mechanisms such as Zoom and Ring Central for deployment of our trainings, meetings, etc.

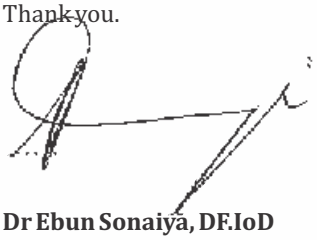
Looking Ahead

Going forward, I believe we all have a responsibility to ensure that our own Centre is a shining example by inculcating the values of corporate governance, ethics, and integrity into its Corporate culture and thereby contributing to extending this standard to the fabric of every part of the Nigerian community and its leadership. I am confident we are in a strong position to make headway and continue to provide strong support and oversight of the Centre in ensuring the full realization of the Centre's mission, vision and mandates.

CONCLUSION

In conclusion, I would like to express my appreciation to all our Group, Corporate and Institutional Members, our Partners, the Board of Governors as well as the Management and Staff of the Centre for your enduring commitment and dedication in the pursuit of the goals and vision of the Centre. Ultimately, we all share a common purpose: to preserve and enhance corporate governance values, standards and practices, and the long-term sustainability not only of businesses in our dear nation but for the benefit of the society as a whole.

Thank you.



Dr Ebun Sonaiya, DF.IoD
Chairman, Board of Governors
IoD Centre for Corporate Governance

REPORT OF BOARD OF GOVERNORS

The Member Board of Governors hereby submit their report together with the audited statement of financial position as at 31 December, 2019 and the income and expenditure accounts for the year ended on that date.

LEGAL FORM

The Centre was incorporated, limited by guarantee, by the members on 17 May, 2006 but commenced business in October, 2008.

PRINCIPAL ACTIVITIES

The Centre is to promote and facilitate the corporate governance environment in Nigeria

DONATIONS AND GIFTS

There was no donation made to any political organisation during the year.

DIVIDENDS

The Centre is not for profit organisation; therefore, the Centre does not pay dividend to its members.

PROPERTY, PLANT AND EQUIPMENT

Changes in property, plant and equipment during the year under review are shown in note 1 of the financial statements. The Member Board of Governors are of the opinion that adequate provision for depreciation in value of the assets has been made in the accounts.

EMPLOYMENT OF DISABLED PERSONS

It is the policy of the Centre that there should be no unfair discrimination in considering applications for employment including those from disabled persons. All employees whether disabled or not are to be given equal opportunities to develop. However, no disabled person has of yet been employed by the company.

HEALTH, SAFETY AT WORK AND WELFARE OF EMPLOYEES

Health and safety regulations are in force within the Centre and employees are aware of existing regulations. The Centre provides subsidy to all levels of employees for medical, housing, transport, etc...

EMPLOYEE INVOLVEMENT AND TRAINING

The Centre is committed to keeping employees fully informed as much as possible regarding its performance and progress and seeking their views when possible on matters that are of particular importance or those that affect them.

Training programmes designed to improve and enhance employees' skills are provided for on a continuing basis, both in-house and externally.

REPORT OF THE MEMBER BOARD OF GOVERNORS (CONT'D)

Incentive schemes for employees' motivation and which fit the peculiar circumstances of each staff are implemented whenever appropriate.

EVENTS AFTER THE REPORTING DATE

a. Background

Towards the end of 2019, there was an outbreak of the novel coronavirus disease codenamed COVID19 which has spread globally. The outbreak has been declared a global Pandemic i.e. Public Health Emergency of International concern by the World Health Organization (WHO) in March 2020.

In Nigeria, since the report of the 1st index case in February 27, 2020, Covid-19 has introduced major disruptions in different spheres of life, jobs have been interrupted, sources of supply disrupted while many have had to take pay cuts.

b. Effect of COVID-19 on activities

Due to the challenges and exigencies of doing business in recent times, especially with the occurrence of the COVID-19 pandemic, virtual/remote activities became a necessary measure the Centre had to put in place in order to attain continuous operational efficiency.

The Centre's core operations such as Trainings, Conferences, Corporate Governance Services and Anti-Corruption and Ethics Compliance Services have been affected by the lockdown measures put in place by the Government as a result of COVID-19 pandemic and the need for continuing social distancing even following the gradual easing of the lockdown. This has significantly impacted on revenue generation of the Centre as it led to cancellation of various planned physical open programmes while the online replacements saw reduction in and downward review of fees accruable to the Centre. Not least impacted by these changes was the Centre's 2020 international programmes from which significant inflows had been expected but which will no longer hold in year 2020 due to travel restrictions as a result of the pandemic.

The COVID-19 pandemic has however activated a new wave of digital innovation by the Centre. Below are some of the initiatives the Centre embarked upon to tackle the impact of COVID-19 Pandemic on its operations:

Developed a Work-from-Home Procedure for all employees to enhance the Centre's continuity;

Deployment of Technology for new programmes addressing critical issues raised by COVID-19 in relation to the Centre's core mandate of providing high quality corporate governance trainings and services for Boards and Executives in both the public and private sectors using internet based technology mechanisms such as Zoom and Ring Central for deployment of our trainings, meetings, etc; Working with partners like Center for International Private Enterprise (CIPE), Nigerian Stock Exchange (NSE) and so on, the Centre have been able to conduct virtual trainings for Boards and Executives thereby leveraging on the collective brands;

Revised the Centre's methodology for delivering our Corporate Governance and Ethics Compliance projects including Board Evaluations, CG Compliance Reviews, etc. by incorporating extensive use of technology and social distancing approaches and measures;

REPORT OF THE MEMBER BOARD OF GOVERNORS (CONT'D)

Developed articles for e-publications and more online content thereby making the Centre's services more visible and accessible electronically.

Introduction of online Board Committee, Board and Management meetings.

MEMBER BOARD OF GOVERNORS' RESPONSIBILITY

The Member Board of Governors are responsible for the preparation of the financial statement which give a true and fair view of the state of affairs of the Centre at the end of each financial year and of the surplus or deficit for that period in compliance with the provisions of the Companies and Allied Matters Act, CAP C20, LFN 2004 to ensure that:

- Proper accounting books and records are maintained;
- Applicable accounting standards are allowed;
- Suitable accounting policies are adopted and consistently applied;
- The going concern is used, unless it is inappropriate to presume that the Centre will continue in business;
- Internal Control procedures are instituted which will reasonably safeguard the assets, prevent and detect fraud and other irregularities.

AUDITORS

The auditors, Messrs Ijewere & Co. (Chartered Accountants) have indicated their willingness to continue in office as the Centre's auditors in accordance with section 357(2) of the Companies and Allied Matters Act, CAP. C20 LFN 2004.

BY ORDER OF THE BOARD

27/10/2020
Date

Company Secretary

CORPORATE GOVERNANCE REPORT FOR THE YEAR ENDED 2019

1. Introduction

IoD Centre for Corporate Governance (IoDCCG or the Centre) is a registered non-profit organisation committed to improving and promoting good corporate governance principles, standards and practices in Nigeria through advocacy, research, high quality trainings and Corporate Governance consulting mandates. As a Centre for Corporate governance, we strive at making sound corporate governance practices our bedrock within the organisation.

2. Legal Structure

IoDCCG is a company Limited by Guarantee as defined by the Companies & Allied Matters Act, 2004. It is a collaborative project of three partners namely: Institute of Directors Nigeria, the Securities & Exchange Commission (SEC), and the Corporate Affairs Commission (CAC). In the conduct of its affairs and business, IoDCCG adhere strictly to the tenets of the Memorandum and Articles of Association of the Centre.

3. Code of Conduct

The Centre adopted the IoD's Code of Professional Conduct for Members & Employers which all staff of the Centre subscribe to on assumption of duties.

4. General Meeting

The apex decision making of the Centre is at the Annual General Meeting conducted transparently under the Centre's MemArt & CAMA. The Centre's Members and Stakeholders have the opportunity of reviewing and commenting on the financial statement as well as other reports on the performance of the Centre at Annual General Meetings.

5. Governance Structure

5.1 Board of Governors'

The Board of Governors is the governing body charged with the policy formulation and overall supervision of Management of the Centre.

5.2 Responsibilities of the Board of Governors

The Centre's Board is responsible for the following amongst others:

i. Determining the strategic objectives and policies of the Centre to deliver long-term value by providing overall strategic direction within a framework of rewards, incentives and controls.
ii. Appointing Executive Officers (Executive Director/CEO; Directors, Managers, etc) who will be responsible for the day to day management of the Centre.
iii. Establishing appropriate policies that provide clear guidance to the management on the values and standards of the Centre.
iv. Reviewing and approving the Centre's financial statements.
v. Assessing and managing the risk the Centre is exposed to thereby ensuring the continued survival and sustainability of the Centre.
vi. Ensuring that the Centre pursue its mandate within the ambit of the law. This includes the responsibility to ensure that the Centre complies with all applicable laws and statues.

5.3 Composition

The Board of Governors is a 12 member Board with representation from the following organisations:

- 5 representatives from Institute of Directors Nigeria (IoD Nigeria);
- 2 representatives from Securities and Exchange Nigeria (SEC;
- 2 representatives from Corporate Affairs Commission (CAC);
- 1 representative from Nigeria Stock Exchange (NSE);
- 1 representative from Chartered Institute of Bankers of Nigeria (CIBN);
- 1 representative from with representation from Nigerian Association of Chambers of Commerce, Industry, Mines, and Agriculture (NACCIMA).

S/N	Names	Designation	Organisation
1.	Dr Ebun Sonaiya	Chairman	IoD
2.	Ms. Mary Uduk	Member	SEC
3.	Lady Azuka Azinge	Member	CAC
4.	Mr. Bola Adeeko	Member	NSE
5.	Mr. Dele Alimi	Member	IoD
6.	Tarfa M. C. Makyur	Member	SEC
7.	Mrs. Bosede Florence Ikhanoba	Member	CAC
8.	Prince Ben Onuora*	Member	IoD
9.	Mrs. Amina Oyagbola**	Member	IoD
10.	Alhaji Shuaibu Idris	Member	IoD
11.	Mr. Seye Awojobi	Member	CIBN
12.	Hajiya Saratu Iya Aliyu	Member	NACCIMA

**Resigned from the Board with effect on May 21, 2020*
***Resigned from the Board with effect on July 14, 2020*

5.4 Powers of the Board of Governors

The Powers of the Board of Governors includes but not limited to:

a. Appointing the Executive Director, Director, Manager, or other Executive and such other officials as it considers, are required and shall settle the terms of such appointments and the duties of the officers;
b. Keep books and records of all transactions in which the Centre is involved;
c. Levy enrolment, membership and/or affiliation fees and ensure the collection of same;
d. Have the power to fill any vacancy in the elected members of the Board of Governors;
e. Approve or reject applications for the establishment of new branches of the Centre from time to time;
f. Create and publish to all members a set of Rules and regulations in regard to all relevant matter relating to the Centre, provided such Rules and regulations are not in conflict with these Articles, and to alter or amend same from time to time;
g. Generally do all things that may be necessary or desirable to achieve the objects of the Centre.

6. Roles of the Chairman & Executive Director/CEO

The roles of the Chairman and Executive Director/Chief Executive Officer are separate and no one individual combines the two positions. The Chairman's main responsibility is to lead and manage the Board to ensure that it operates effectively and fully discharges its legal and regulatory responsibilities. The Chairman is responsible for ensuring that Directors receive accurate, timely and clear information to enable the Board take informed decisions and provide advice to promote the success of the Centre.

The Board of Governors' has delegated the responsibility for the day-to-day management of the Centre to the Executive Director/CEO who is supported by Departmental Heads.

7. Changes on the Board

In the year under review, the following changes were made to the Board:

S/N	Name	Changes	Designation
1.	Dr. Ebun Sonaiya, F.IoD	Appointed to the Board effective on April 17, 2019	Chairman
2.	Chief Mrs. Eniola Fadayomi, DF.IoD	Retired from the Board effective on April 17, 2019	Chairman
3.	Alhaji Ahmed Rufai, Mohammed, DF.IoD	Retired from the Board effective on April 17, 2019	Member
4.	Mr. Chike Nwanze, DF.IoD	Retired from the Board effective on April 17, 2019	Member
5.	Mr. Tunji Oyebanji, F.IoD	Retired from the Board effective on April 17, 2019	Member
6.	Iyalode Alaba-Lawson, F.IoD	Retired from the Board effective on July 11, 2019	Member
7.	Mr. Akin Morakinyo	Retired from the Board effective on January 10, 2020	Member
8.	Prince Ben Onuora, F.IoD*	Appointed to the Board effective on April 17, 2019	Member
9.	Alhaji Shuaibu Idris, F.IoD	Appointed to the Board effective on April 17, 2019	Member
10.	Mrs. Amina Oyagbola, F.IoD**	Appointed to the Board effective on April 17, 2019	Member
11.	Hajiya Saratu Iya Aliyu	Appointed to the Board effective on April 30, 2020	Member
12.	Mr. Seye Awojobi	Appointed to the Board effective on April 30, 2020	Member

**Resigned from the Board with effect on May 21, 2020*
***Resigned from the Board with effective on July 14, 2020*

8. Board Induction and Continuous Training

Upon appointment to the Board, all Directors receive an induction tailored to meet their individual requirements. In the period under review, the Centre organised a Board Induction training for new and existing Directors of the Centre. The Board induction was held in line with Principle 13 of the Nigerian Code of Corporate Governance, 2018.

9. Board of Governors' Meetings

The Board of Governors' meet at least once every quarter but may hold emergency meetings if the need arises, in accordance with the Memorandum and Articles of Association of the Centre. Board of Governors' meetings are a forum to provide oversight, monitor Management's performance and discharge other Board's responsibilities.

The Board of Governors met four (4) times during the year ended December 31, 2019.

10. Attendance of Board Meeting

The table below shows the frequency of meetings of the Board of Governors' as well as Members' attendance for the year ended December 31, 2019.

S/N	NAME	April 17, 2019	July 10, 2019	October 30, 2019	December 5, 2019
1.	Dr. Ebun Sonaiya, F.IoD	N/A	✓	✓	✓
2.	Chief Mrs. Eniola Fadayomi, DF.IoD	✓	R	R	R
3.	Alhaji Ahmed Rufai Mohammed, DF.IoD	AP	R	R	R
4.	Lady Azuka Azinge, M. IoD	✓	✓	✓	✓
5.	Mr. Chike Nwanze DF.IoD	✓	R	R	R
6.	Mr. Tunji Oyebanji F.IoD	✓	R	R	R
7.	Mr. Bola Adeeko M. IoD	AP	✓	✓	✓
8.	Iyalode Alaba-Lawson F.IoD	AP	✓	AP	R
9.	Mr. Akin Morakinyo	AB	AB	AB	AB
10.	Ms. Mary Uduk	AP	AP	✓	✓
11.	Mr. Bamidele Alimi, M.IoD	✓	✓	AP	✓
12.	Mr. Tarfa M.C Makyur	✓	AP	✓	✓
13.	Mrs. Bosede Florence Ikhanoba	✓	✓	✓	✓
14.	Prince Ben Onuora F.IoD	N/A	✓	✓	✓
15.	Alhaji Shuaibu Idris F.IoD	N/A	AP	✓	✓
16.	Mrs. Amina Oyagbola F.IoD	N/A	✓	✓	✓

Key Words – N/A – Not Appointed; R – Retired; AP – Apology; AB - Absent

11. Board Committees

The Board of Governors' carries out its responsibilities through its standing Committees, which have clearly defined terms of reference, setting out their roles, responsibilities, functions and scope of authority. The year being reviewed, the Board Committees were re-constituted and made up of three (3) Committees namely: Governance, Ethics & Remuneration Committee; Audit & Risk Committee and Technical & Business Committee.

Through these Committees, the Board is able to effectively carry out its oversight responsibilities and take advantage of individual expertise to formulate strategies for the Centre. The Committees make recommendations to the Board, which retains responsibility for final decision making.

All Committees in the exercise of their powers so delegated conform to the regulations laid down by the Board, with well-defined terms of reference for each Committee. The Committees render reports to the Board at the Board's quarterly meetings. A summary of the roles, responsibilities, composition and frequency of meetings of each of the Committees are as stated hereunder:

A. Governance, Ethics & Remuneration Committee

This Committee oversees the governance structure, ethical standards and lead the process for executive remuneration as well as recommend policies, practices, and/or procedures to the Board of Governors to ensure that Centre is structured, governed and functioning effectively and ethically.

The Terms of Reference of the Governance, Ethics & Remuneration Committee include:

i. Determine, agree and develop the Centre's general policies and strategies on corporate governance in line with the Nigerian Code of Corporate Governance 2018 and best practice.
ii. Ensure that disclosures on corporate governance, whether in the financial statements or on an ongoing basis, are made in accordance with best practice.
iii. Oversee the Corporate Governance practices of the Centre and make appropriate recommendation to the Board of Governors including on the appointments to the Board.
iv. Oversee the Evaluation of the performance of the Board, its Committees and other structures in line with the Code.
v. Oversee the adoption and compliance with IoD Nigeria Code of Ethics by the Board, Members and Staff as the Centre's Code of Ethics and Conduct.
vi. Develop and report on the compliance with the Board of Governors' Code of Ethics and Conduct for Members of Board of Governors.
vii. Oversee the compliance with applicable laws and regulations.
viii. Determine the remuneration packages for the Executive Director, and Management as well as selected direct reporting lines, including but not limited to basic salary, benefits in kind, annual bonuses, performance -based incentives, pensions and any other benefits.
ix. Determine any criteria necessary to measure the performance of Executive Director and Management in discharging their functions and responsibilities.
x. Ensure that contractual terms on termination, and any payments made, are fair to the individual, and the Centre, that failure is not rewarded and that the duty to mitigate loss is fully recognised.
xi. Consider and review proposals from Management for the recruitment, promotion and employment termination of Management and Staff.

The Executive Director is not a member of the Governance, Ethics & Remuneration Committee but make presentations to the Committee at its meetings. The Committee meets at least quarterly in a year. Given that Board Committees were re -constituted at the middle of the financial year ended 2019, the Committee met once (1) within the period under review.

The Governance, Ethics & Remuneration Committee comprised the following members during the year under review:

S/N	NAME	DESIGNATION	MEETING ATTENDANCE (1)
1.	Ben Onuora	Chairman	✓
2.	Alhaji Shuaibu Idris	Member	✓
3.	Lady Azuka Azinge	Member	✓
4.	Ms. Mary Uduk	Member	✓

B. Audit & Risk Committee

The Audit Committee is responsible for oversight of audit functions as well as oversight duties in relation to risk management, internal control and financial reporting.

The Terms of Reference of the Audit & Risk Committee include:

i. Review and make recommendations to the Board on the appropriateness of the Centre's accounting policies and ensure their compliance with applicable accounting standards.
ii. Review financial accounts and make recommendations to the Board as to their adoption.
iii. Review any significant proposed regulatory, accounting or reporting issue, to assess the potential impact upon the Centre's financial reporting process.
iv. Make recommendations to the Board as to the appointment of the External Auditor and approval of the Auditor's contract and the nature of the quantum of non-audit services.
v. Review and approve the annual audit plan and ensure consistency with the scope of the audit engagement.
vi. Ensure the independence, authority and effectiveness of the External Auditor and to maintain open lines of communication between the Auditor and the Board.
vii. Review the internal control policies and the procedures for the identification, assessment, reporting and management of risk.
viii. Continually, as well as at specific intervals, monitor risks and risk management capabilities within the Centre, including communication about escalating risk and crisis preparedness and recovery plans.

The Executive Director is not a member of the Audit & Risk Committee but presents regular reports to the Committee at its meetings. The Committee meets at least quarterly in a year. In the period under review, the Committee met once (1).

The Audit & Risk Committee comprised the following members during the year under review:

S/N	NAME	DESIGNATION	MEETING ATTENDANCE (1)
1.	Bola Adeeko	Chairman	✓
2.	Iyalode Alaba Lawson	Member	✓
3.	Dele Alimi	Member	✓
4.	Mrs. Bosede Florence Ikhanoba	Member	0

C. Technical & Business Committee

The Technical & Business Committee is responsible for overseeing and developing the strategy for the various units in the Centre i.e. Programmes and Membership Management, Research and Publications as well as the Accounts and Administrative units. The Committee is also responsible for overseeing the Centre's performance targets and operations.

The Terms of Reference of the Technical & Business Committee include:

i. Oversee the Centre's strategy, its performance targets and its operations.
ii. Monitor, advise on, and recommend to the Board of Governors' matters relating to the Centre's financial management, policies, procedures and financial regulations.
iii. Provide guidance and support to the management of the Centre to ensure the Centre remains sustainable and successful.
iv. Review the Centre's Annual budgets/estimates of revenue and capital budgets income and expenditure for the Board's approval.
v. Oversee the Centre's strategic financial planning and recommend to the Board of Governors the Centre's annual capital and revenue budget and financial plan.
vi. Develop strategy for effective membership management as well as oversee the development and implementation of the Centre's Corporate Governance, Anti-corruption and ethics compliance and other related programmes e.g. training, workshops, seminars and conferences.
vii. Provide support and strategies for marketing the Centre's programmes and services.
viii. Provide guidance and direction for the Centre's research and publication activities.

The Executive Director being a member of the Technical & Business Committee, make presentations and regular briefings to the Committee at its meetings. The Committee meets at least quarterly in a year. In the period under review, the Committee met once (1).

The Audit & Risk Committee comprised the following members during the year under review:

S/N	NAME	DESIGNATION	MEETING ATTENDANCE (1)
1.	Mrs. Amina Oyagbola	Chairman	✓
2.	Mr. Akin Morakinyo	Member	0
3.	Mr. Tarfa M. C. Makyur	Member	0
4.	Mr. Dele Alimi	Member	✓
5.	Dr Nechi Ezeako	Executive Director/ Member	✓

12. Board of Governors' Tenure

In order to ensure both continuity and injection of fresh ideas, the tenure for the Board of Governors' is limited to a maximum four (4) years and there is renewable as provided for in the MemArt.

13. Statement of Compliance

IoD Centre for Corporate Governance has devoted significant effort in developing its framework and policies in compliance with the Nigerian Code of Corporate Governance, 2018 (NCCG, 2018, The Code) which took effect on January 1, 2020. The IoDCCG has complied with all applicable laws and regulations.

MANAGEMENT REPORT FOR THE YEAR ENDED DECEMBER 31ST 2019

INTRODUCTION

In the year 2019, IoD Centre for Corporate Governance (IoDCCG or the Centre) continued to strengthen its mandate and mission "*To be the premier organisation in Nigeria advocating and facilitating the establishment and maintenance of an effective Corporate Governance environment*". Despite the global economic challenges as well as the major political transaction in 2019 which was fraught with many uncertainties and instabilities, IoDCCG continued to dedicate its focus and resources toward inculcating the best and leading international practices in corporate governance, not only through its traditional approach of promoting discussions, advocacy sessions, trainings, research leading to publication of journals and position papers in corporate governance, but also engaging with organisations to carry out diagnostic reviews of their existing corporate governance practices.

This report highlights the operations and achievements of the Centre in 2019.

TRAINING PROGRAMMES & CORPORATE GOVERNANCE SERVICES

In line with its mandate, the programmes and activities of IoD Centre for Corporate Governance have centered on the facilitation, promotion and establishment of an effective and sustainable corporate governance regime leading to greater transparency, integrity, accountability, probity and responsibility in both public and private sector organisations in Nigeria.

The year 2019 began with Board Evaluation and Corporate Governance project mandates from top organisations through which the Centre took the opportunity to add value to the corporate governance standards and practices of these organisations. From January to December 2019, the Centre conducted a total 5 Corporate Governance projects (i.e Board Evaluation, Corporate Governance Audit and Framework Development, Corporate Governance Document Review, etc.) for top organisations. This Corporate Governance services serve as the major income generating operations of the Centre and has been contributing enormously to the Centre's bottom line annually.

The Centre also organised 11 training programmes in 2019 which directly impacted about 150 directors, leaders and top executives who were participants at these training programmes.

INTERNATIONAL TRAINING PROGRAMMES

In the year 2019, the Centre signed a Memorandum of Understanding with TVL Consulting Limited to jointly organise international Corporate Governance programmes titled **"The International Directors' Masterclass on Corporate Governance and Values-Based Leadership programmes"**. The 2019 Directors International Masterclass on Corporate Governance and Values-Based Leadership was the first instalment of the Centre's international training programmes. The masterclass targeted Directors and other high-level officials across the public and private sectors of Nigeria. The first run was held on August 6-9, 2019 at the Hilton Paddington Hotel, London, UK.

The London Masterclass was successful with Directors and high-level officials in key public and private sector organisations in attendance. The Governor of the Central Bank of Nigeria was also represented by Mr. Emmanuel Ukeje, who proved to be an able stand in for the Governor. On Day 2, the participants were treated to a tour of London and visited two historic sites (Bank of England Museum and Natural History Museum) after which there was a nice outside lunch.

The Second run of the 2019 Directors International Masterclass on Corporate Governance and Values-Based Leadership was held on October 21-24, 2019 at the Hampton by Hilton Hotel, Dubai, UAE. The Dubai masterclass was also successfully conducted with Directors and other High-Level officials across the public and private sector organisations of the Nigeria economy in attendance.

BREAKDOWN OF TRAINING PROGRAMMES HELD FROM JANUARY – DECEMBER 2019							
S/N	PROGRAMME	NO. OF PROGS.		DIFF.	NO OF PARTICIPANTS		DIFF.
		2018	2019		2018	2019	
1.	Workshop on the Practical Application Nig. Code of CG	-	2	2	-	40	40
2.	Anti-Corruption training for Middle Management	2	1	-1	22	9	-13
3.	Corporate Governance & Effective HRM	1	1	-	18	11	-7
4.	Corporate Governance and the Audit Committee	-	1	1	-	9	9
5.	Workshop on Redefining the Intersection b/w CG, Risk Management & Compliance	1	1	-	9	12	3
6.	Int'l Masterclass on CG & VBL (London, UK)	-	1	1	-	17	17
7.	Int'l Masterclass on CG & VBL – Dubai	-	1	1	-	9	9
8.	Board Leadership Conference	1	1	-	51	19	-32
9.	CG Training for IoD Nigeria Council & EXCO Members	1	-	-1	17	-	-17
10.	Corporate Governance & Synergy in the Boardroom	1	-	-1	10	-	-10
11.	CG & Financial Reporting Quality	1	-	-1	100	-	-100
12.	In-Plant Training Programmes	4	1	-3	44	16	-28
	TOTAL	**12**	**10**	**2**	**271**	**142**	**129**

Training operations in the Centre faced some challenges in 2019 which resulted from the multiplier effect of the harsh socio-economic and political climate in the country e.g. 2019 was an election year which caused a general lull in business activities for the first five months of the year. The Implication was that the Centre's open programmes scheduled for the first half of the year were adversely affected as most companies were reluctant to send their directors and managers to training programmes because of possible election induced violence. Also of impact was the late passage of the 2019 national budget which to training operations, translated to late expression of interest for programmes by many organisations that needed to wait for vital information from the budget to be able to shape their financial commitments for the year. Despite these challenges, the Centre was successfully able to organise 2 international training programmes (UK and Dubai) for the first time in the history of the Centre. These programmes accounted for about 40% of the Centre's revenue in 2019.

CORPORATE GOVERNANCE BOARD LEADERSHIP CONFERENCE 2019

The year 2019 also witnessed the holding of the Centre's flagship programme, the 2019 edition of the Corporate Governance and Board Leadership Conference with the theme ***"Repositioning Directors for Leadership Excellence"*** was held on November 28, 2019**.** This conference held in collaboration with the Centre's partner, the Corporate Affairs Commission (CAC), and was tailored to serve as a training for new and existing Directors on their roles and responsibilities as Board members. The event recorded good success with about 20 directors, top Management and captains of industry from diverse sectors of the economy in attendance.

COLLABORATIONS & PARTNERSHIPS

IoDCCG continued with the quest for more collaborations and partnerships with organisations in both the public and private sector towards the fulfilment of its missions and vision.

The Centre's collaboration with CIPE is on-going with a renewed Licensing and Co-operation Agreement in April 2019. The collaboration with CIPE enabled the Centre to enhance its offerings in the areas of anti-corruption and ethics compliance and develop knowledge in these key areas which synergise with Corporate Governance to enhance ethical behaviour in organisations thereby leading to good corporate reputation and sustainability. Some of the achievements/benefits of the collaboration include:

- Training and certification of two of the Centre's faculty by CIPE
- Organising trainings and workshops: in 2019, the Centre held 2 workshops on Anti-Corruption Compliance for Directors and Compliance Managers.
- Facilitation at the Anti-Corruption Compliance Workshop for Enterprises in Mauritius on the theme: Business Integrity for Sustainability and Global Partnerships jointly organised by CIPE, COMESA Business Council (CBC) and the Mauritius Chamber of Commerce and Industry by the Centre's ED/CEO.
- Production of a publication *"Baseline Survey Report on Anti-Corruption and Ethics Compliance in Nigeria".*
- Positioning the Centre to provide Anti-Corruption and Ethics Compliance Support Services for organisations, etc.

Further in 2019, the Centre entered into a partnership with the Nigerian Stock Exchange (NSE) to offer training on the Practical Application of the Nigerian Code of Corporate Governance, 2018. The focus of the partnership is to run joint training programmes on the recently released Nigeria Code of Corporate Governance and other Corporate Governance related programmes. This collaboration with NSE is presently ongoing and has recorded good

Other collaborations in the year under review were with:

Leading Edge Consulting - held a workshop on the Intersection between Corporate Governance and Effective Human Resource Management.
Institute for National Transformation (INT) – Conference on Corporate Governance and National Transformation planned.
Nigerian-American Chamber of Commerce (NACC) – Planned workshops and training programmes for NACC members to be held in 2020.

The Centre also became a full Member of the African Corporate Governance Network (ACGN) as well as actively participated at its various activities in 2019. Dr. Nechi Ezeako, IoDCCG Executive Director also served as the Secretary of ACGN during the year under review.

ACCA GLOBAL CEO COURTESY VISIT TO IoDCCG

The Association of Chartered Certified Accountants (ACCA) Global Chief Executive, Helen Brand OBE, visited Nigeria between October 9 and 10, 2019 and paid a courtesy visit to IoD Centre for Corporate Governance with her team consisting of Jamil Ampomah- Director- Africa, ACCA, Tom Isibor- Head, ACCA Nigeria, Victor Ayoola- Education and Learning Manager, ACCA Nigeria, Aderonke Adebule- Business Development Manager, ACCA Nigeria.

The key objective of the courtesy visit was to discuss possible areas of collaboration on mutually beneficial interest; major issues include, Ethics, Corporate Governance, Business Sustainability and Compliance. The Collaboration between IoDCCG and ACCA is currently being explored.

DPR COURTESY VISIT TO IoDCCG

The Department of Petroleum Resources (DPR), represented by a team consisting of Mr Ayuba Zakka, Ms. Ndiyo-Aiyetan Eyoanwan and Mr. Dawap Benshak paid a courtesy visit to IoD Centre for Corporate Governance to continue discussions and engage with the management of IoDCCG on the entrenchment of Corporate Governance in DPR, including Corporate Governance trainings and governance Framework. The meeting was highly engaging and the outcome very fruitful.

MEMBERSHIP REPORT

The Centre admits private and public sector organisations which subscribe to the tenets of good Corporate Governance to its Membership. It is an opportunity to access our Corporate Governance (CG) knowledge resource, advice, training, leading practice journals, learning and networking opportunities.

In 2019, the corporate membership of the Centre increased from 46 in 2018 to 51 in 2019 made up by membership categories; 27 Full Corporate Members, 3 Group Corporate Members, 2 Institutional Corporate Members, 15 Subsidiary Corporate Members, and 3 Ordinary Corporate Members.

RESEARCH & PUBLICATIONS REPORT

In late 2018, IoDCCG was appointed by the CIPE to carry out a baseline survey on Anti-Corruption compliance by companies in Nigeria. The objective of the survey is to assess the level awareness about operationalizing Anti-Corruption compliance systems that effectively mitigate corruption internally and externally within companies in Nigeria. The report was published in 2019.

Other research and publications carried out 2018/2019 are:

Women on Boards in Nigeria: a survey-based report published in collaboration with the IFC & WimBiz.

Corporate Governance Journal – The Centre's Corporate Governance Journal is largely practice-oriented and devoted to issues of corporate governance that are relevant to both private and public sectors in Nigeria. The Journal shares a diverse range of theoretical, methodological and practical developments in the field of corporate governance. The Centre published the 4th edition of the Journal in 2019. The Journal with the title "Corporate Governance & Values-Based Leadership had 5 peer-reviewed articles from diverse authors and writers.

Report of Activities of IoDCCG (July 2018 – December 2019)

STAFFING & ADMINISTRATION

The Centre continues to run a lean staffing profile while working closely with its pool of faculty to ensure the efficiency in the success of its programmes, projects and other activities. During the year 2019, as in previous years, this approach was adopted. The Centre also witnessed some staff movements and other related matters as shown below:

Staff Employment and Resignations

In the year under review, the filled up 2 vacant positons i.e Head, Research and Publications and Accountant/Admin Officer positions. In a bid to further strengthen the capacity of the Centre, the Centre's Management created two new roles and employed two officers to take up the position of Programmes, Membership & Research Officers

National Youth Service Deployments

The Centre continued to support the National Youth Service Scheme and engaged two youth corps members during the year. The Youth Corpers were gainfully engaged throughout the period of their service with the Centre.

Administration

In order to enhance the effective operations and to ease work flow, the Centre invested in the purchase of office equipment such as Laptops, Work Stations, Chairs etc.

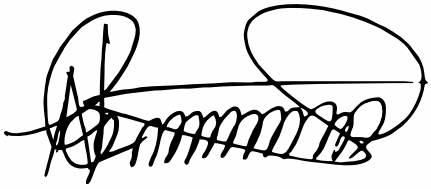
FINANCIAL PERFORMANCE

While a not-for-profit organisation, the Centre's management remains committed to its sustainability and viability. The Centre recognises the importance and linkage of its sustainability to its ability to continue improving and promoting good corporate governance principles, standards and practices by private and public organisations in line with its mandate. Furthermore, as with any business undertaking significant change, it is crucial first to manage our cost base in order to enable investment in the future. The 2019 financial performance reflects this commitment to efficiency in cost management.

CONCLUSION

I thank all members of the Centre's Board of Governors, the Council and leadership of IoD Nigeria, our Partners and all our corporate and institutional members for their support, guidance and cooperation. I also thank my colleagues and staff of the Centre for their hard work and dedication in the pursuit of the goals of the Centre.

Thank you.



Bede Nerus Ekezie
AG. Executive Director/CEO
IoD Centre for Corporate Governance

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF IoD CENTRE FOR CORPORATE GOVERNANCE (LIMITED BY GUARANTEE)

Opinion

We have audited the accompanying financial statements of IoD Centre for Corporate Governance which comprise the statement of financial position as at 31st December, 2019, the statement of income and expenditures, statement of changes in accumulated fund and statement of cash flows for the year ended, and a summary of significant accounting policies and other explanatory notes.

In our opinion, the financial statements present fairly, in all material respects, the financial position of IoD Centre for Corporate Governance as at 31st December, 2019 and its statement of income and expenditures and cash flows for the year then ended in accordance with International Financial Reporting Standards, provisions of the Companies and Allied Matters Act, CAP C20 Laws of the Federation of Nigeria 2004, and the Financial Reporting Council of Nigeria Act No 6, 2011.

Basis for opinion

We conducted our audit in accordance with International 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 Centre in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (IESBA Code) and other independence requirements applicable to performing audits of financial statements in Nigeria. We have fulfilled our other ethical responsibilities in accordance with the IESBA Code and in accordance with other ethical requirements applicable to performing audits in Nigeria. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of the Member Board of Governors for the Financial Statements

The Member Board of Governors are responsible for the preparation and fair presentation of these financial statements in accordance with the Companies and Allied Matters Act, CAP C20 Laws of the Federation of Nigeria 2004, the Financial Reporting Council of Nigeria Act No 6, 2011, the International Financial Reporting Standards, and for such internal control as the Member Board of Governors determines necessary to enable the preparation of financial statements that are free from material misstatements, whether due to fraud or error.

Auditors' Responsibility

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 International Standards on Auditing (ISAs) 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 ISAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF IoD CENTRE FOR CORPORATE GOVERNANCE (LIMITED BY GUARANTEE)

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Report on Other Legal and Regulatory Requirements
In accordance with the requirement of Schedule 6 of the Companies and Allied Matters Act,
CAP C20 Laws of the Federation of Nigeria 2004, we confirm that:

i) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
ii) In our opinion, proper books of account have been kept by the Centre, so far as appears from our examination of those books;
iii) The Centre's financial position and income and expenditure account are in agreement with the books of account.

DATE: August 5, 2020

LAGOS, NIGERIA

BOLA I. AKINJAYEJU
FRC/2013/ICAN/00000002436
FOR: IJEWERE & CO.
CHARTERED ACCOUNTANTS

REPORTING ENTITY

IoD Centre for Corporate Governance was registered on May 17, 2006. The Centre is a collaborative project of the Institute of Directors Nigeria, the Securities and Exchange Commission Nigeria (SEC) and the Corporate Affairs Commission (CAC). The Centre promotes good corporate governance practices in Nigeria and complements the efforts of regulators at improving the development of corporate governance through advocacy, by facilitating training and encouraging compliance by business (Profit and non-profit) organisations and monitoring them.

Emerging from the efforts of the Corporate Governance and Ethics Committee of the Institute of Directors, who steered its course since the initial launch in 2005 and ensured the commencement of operations in 2008 through organising corporate governance roundtables, participation in corporate governance reviews events, the Centre seeks to develop strategic partnerships with the private sector, nongovernmental organisations and civil society for more effective delivery of corporate governance programmes.

The registered address of the Centre is 28, Cameron Road, Ikoyi, Lagos and the Registration Certificate (RC) number is 653567

The vision of the Centre is to be the authority on Corporate Governance reform in Nigeria, supporting and emphasising the link between best practice and sustainable organisational success, while its mission is to work with key institutions in the private and public sectors to facilitate and advocate the maintenance of an effective corporate governance environment in Nigeria.

SIGNIFICANT ACCOUNTING POLICIES

The following summarizes the significant accounting policies applied by the Centre in arriving at the accompanying accounts which have been prepared on historical cost basis of accounting.

1. Basis of preparation

(a) Statement of compliance

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs) as issued by the International Accounting Standards Board (IASB). Additional information required by national regulations is included where appropriate.

The financial statements were authorized for issue by the Board of Governors of IoD-Centre for Corporate Governance on August 5, 2020

Basis of measurement

The financial statements have been prepared under the historical cost convention.

(b) Functional and Presentation Currency

The financial statements are presented in Nigeria Naira (₦), which is the Centre's functional currency.

(c) Use of estimates and judgements

The preparation of the financial statements in conformity with IFRS 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.

Estimates and underlying assumptions are reviewed on an ongoing basis while revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

2. Financial Instruments

The Financial instruments of the Centre consist of financial assets and financial liability. Each component of the financial instrument is classified on initial recognition in accordance with the substance of the contractual arrangement and the definitions of a financial liability, and a financial asset. The detailed classification of the component of the financial instruments applicable to the Centre is as shown below:

(i) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Receivables represent a contractual right to receive cash in the future. These arise when the Centre provides money, goods or services directly to a debtor with no intention of trading the receivable. Subsequent to initial recognition, loans and receivables are measured at amortised cost using the effective interest method, less impairment losses. The amortised cost of a financial asset or liability is the amount at which the financial asset or liability is measured on initial recognition, minus principal repayments, plus
or minus the cumulative amortisation using the effective interest method of any difference between the initial amount recognised and the maturity amount, minus any

SIGNIFICANT ACCOUNTING POLICIES

reductions for impairment of financial assets. The carrying amount represents its fair value.

(ii) Cash and cash equivalents

Cash (currency) is a financial asset because it represents a medium of exchange and is therefore the basis on which all transactions are measured and recognized in the financial statements. It comprises cash on hand, demand deposits and other short term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to insignificant risk of changes in value, all of which are available for use by the Centre unless otherwise stated.

Demand deposits and other short-term investments like fixed deposits, is financial asset because they represent the contractual right of the depositor to obtain cash from the bank or draw cheques or similar instrument against the balance in favour of a creditor in payment of a financial liability. Consequently, cash and cash equivalent in the statement of financial position comprise cash on hand, cash at banks and short-term deposits with a maturity of three months or less. Bank overdrafts are included in other liabilities in the statement of financial position.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short- term deposits as defined above net of outstanding overdrafts.

Assets carried at amortized cost

At the end of each reporting period, the Centre assesses whether any objective evidence exists for individual financial assets that are individually significant and also for individual or group of financial assets that are not individually significant. If the Centre determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it then includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment.

Financial assets that are individually assessed for impairment and for which an impairment loss is or continues to be recognized are not included in the collective assessment of impairment. If there is objective evidence that an impairment loss on a financial asset measured at amortized cost has been incurred, the amount of the loss is measured as the difference between the assets' carrying amount and the present value of estimated future cash flows discounted at the financial asset's original effective interest rate.

The carrying amount of the asset is reduced through the use of an allowance account and the amount of the loss is recognized in profit or loss. If a debt has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

When a loan is uncollectible, it is written off against the related provision for loan impairment. Such loans are written off after all the necessary procedures have been completed and the amount of the loss has been determined. Subsequent recoveries of

SIGNIFICANT ACCOUNTING POLICIES

amounts previously written off decrease the amount of the provision for loan impairment in profit or loss.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized (such as an improvement in the debtor's credit rating), the previously recognized impairment loss is reversed by adjusting the allowance account. The reversal shall not result in a carrying amount of the financial asset that exceeds what the amortized cost would have been, had the impairment not been recognized at the date the impairment is reversed. The amount of the reversal is recognized in profit or loss.

De-recognition of Financial Asset

Financial assets are de-recognized when the contractual rights to receive cash flows from the investments have expired or on trade date, when they have been transferred and the Centre have also transferred substantially all risks and rewards of ownership.

Non-cash financial assets pledged, where the counter party has the right to sell or re-pledge the assets to a third party, are classified as pledged assets.

Impairments of financial assets

A financial asset or group of financial assets is impaired and impairment losses are recognized if, and only if, there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event or events has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

(iii) Financial liability

A financial liability is any liability that is a contractual obligation to deliver cash or another financial asset to the Centre's individuals or clients or another company. They are classified based on their purpose and nature into the following categories:

- Bank loans & borrowings;
- Financial liabilities at fair value through profit or loss;
- Account payables.

Bank loans & borrowings

Bank loans and borrowings represent a contractual right to pay cash in the future. Hence, they are non-derivative financial liabilities with fixed or determinable payments that are not quoted in an active market.

Account Payables

Account payables represent a contractual right to pay clients for the financial assets sold on their behalf.

SIGNIFICANT ACCOUNTING POLICIES

Fair Value

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Hence, the fair values of quoted investments and unit trusts in active markets are based on current market prices. Since actual market prices are available in determining fair values, no significant estimates or valuation models are applied in determining the fair value of quoted financial instruments.

Effective interest method

The effective interest method is a method of calculating the amortized cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees on points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

3. Property, plant and equipment

Property, Plant and Equipment and other tangible assets are stated at historical cost less accumulated depreciation and accumulated impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Centre and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the profit or loss during the financial period in which they are incurred.

Depreciation on assets is calculated using the straight-line method to allocate their cost to their residual values on a systematic basis over their estimated useful lives. The average useful lives are as follows:

Asset Class	Rates %
Furniture & Fittings	25
Office equipment	33.33

Each part of an item of office equipment, furniture and other tangible assets with a cost that is significant in relation to the total cost of the item is depreciated separately.

The asset's residual values, useful lives and depreciation method are reviewed on an annual basis, and are adjusted if appropriate.

An asset's carrying amount is written down to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These are included in the profit or loss under other operating income/expenses.

SIGNIFICANT ACCOUNTING POLICIES

Impairment reviews are performed when there are indicators that the carrying value may not be recoverable. Impairment losses are recognized in the income statement as an expense. An item of property and equipment is derecognized upon disposal or when no further future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement in the year the asset is derecognized.

4. Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value as at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and any accumulated impairment losses. Internally generated intangible assets, excluding capitalized development costs, are not capitalized and expenditure is reflected in the income statement in the year in which the expenditure is incurred.

The useful lives of intangible assets are assessed to be either finite or indefinite. The Centre does not have an intangible asset with an indefinite useful life.

Intangible assets with finite lives are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. An asset's carrying amount is written down to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Impairment of Intangible assets

Intangible assets with indefinite useful lives are tested for impairment annually at 31 December, either individually or at the cash generating unit level, as appropriate and when circumstances indicate that the carrying value may be impaired.

5. Employee benefits

- Pensions and other post - employment benefits

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognized as an employee benefit expense in profit or loss in the periods during which services are rendered by employees. Pre paid contributions are recognized as an asset to the extent that a cash refund or a reduction in future payments is available. Contributions to a defined contribution plan that is due more than 12 months after the end of the period in which the employees render the service are discounted to their present value.

6. Provisions

Provisions are liabilities of uncertain timing or amount, and are recognised when the Centre has a present obligation as a result of a past event, and it is probable that the Centre will be required to settle that obligation. Provisions are measured at the Governors' estimate of the expenditure required to settle that obligation at the end of each reporting period, and are discounted (at a pre-tax rate that reflects current

SIGNIFICANT ACCOUNTING POLICIES

market assessments of the time value of money and the risks specific to the liability) to present value where the effect is material.

Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

7. Foreign currencies

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. The functional currency is the currency of the primary economic environment in which the entity operates, which is the Nigerian Naira.

Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end closing exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

8. Revenue

Revenue is the gross inflow of economic benefits during the period arising in the course of the ordinary activities of an entity.

Revenue recognition

Revenue shall be measured at the fair value of the consideration received or receivable. Fair value is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable willing parties in an arm's length transaction.

Sale of goods

Revenue from the sale of goods shall be recognized when all the following conditions have been satisfied:

a. The entity has transferred to the buyer the significant risks and rewards of ownership of the goods;

b. The entity retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;

c. The amount of revenue can be measured reliably;

d. It is probable that the economic benefits associated with the transaction will flow to the entity; and

SIGNIFICANT ACCOUNTING POLICIES

e. The costs incurred or to be incurred in respect of the transaction can be measured reliably.

Rendering of services

When the outcome of a transaction involving the rendering of services can be estimated reliably, revenue associated with the transaction shall be recognized by reference to the stage of completion of the transaction at the end of the reporting period. The outcome of a transaction can be estimated reliably when all the following conditions are satisfied:

(a) The amount of revenue can be measured reliably;

(b) It is probable that the economic benefits associated with the transaction will flow to the entity;

(c) The stage of completion of the transaction at the end of the reporting period can be measured reliably; and

(d) The costs incurred for the transaction and the costs to complete the transaction can be measured reliably.

When the outcome of the transaction involving the rendering of services cannot be estimated reliably, revenue shall be recognized only to the extent of the expenses recognized that are recoverable.

STATEMENT OF FINANCIAL POSITION AS AT 31ST DECEMBER, 2019

	(NOTES)	2019 ₦	2018 ₦
ASSETS			
Non-current assets			
Property, plant and equipment	(1)	1,020,532	563,118
		1,020,532	563,118
Current assets			
Cash and cash equivalents	(2)	12,128,441	4,280,565
Receivables	(3)	6,528,028	32,304,149
Investment		8,400,000	-
		27,056,469	36,584,714
TOTAL ASSETS		28,077,001	37,147,832
ACCUMULATED FUND & LIABILITIES			
Current liabilities			
Account payable	(5)	1,462,610	2,908,252
Total liabilities		1,462,610	2,908,252
ACCUMULATED FUND	(6)	26,614,391	34,239,580
TOTAL ACCUMULATED FUND & LIABILITIES		28,077,001	37,147,832

.....
Dr. EBUN SONAIYA, (CHAIRMAN), FRC/2019/002/00000020188

.....
MR. BAMIDELE ALIMI (DIRECTOR), FRC/2018/IODN/00000018226

The accounting policies on pages 30 to 36 and the notes on pages 41 to 45 form an integral part of these accounts.

STATEMENT OF ACTIVITIES (INCOME AND EXPENDITURE) FOR THE YEAR ENDED 31ST DECEMBER, 2019

	(NOTES)	2019 ₦	2018 ₦
Revenue	(7)	74,432,717	54,267,496
Cost of service	(9)	(27,407,733)	(11,066,697)
		47,024,984	43,200,799
Other direct cost of service	(10)	(1,021,135)	(7,301,085)
Other income	(8)	3,548,661	305,104
		49,552,510	36,204,817
Finance and	(11)	(501,627)	(522,494)
Administrative expenses	(12)	(56,676,072)	(26,956,662)
(Deficit)/ surplus before income tax		(7,625,189)	8,725,661
Income tax expenses	(4)	-	-
(Deficit)/ surplus for the year		(7,625,189)	8,725,661

The accounting policies on pages 30 to 36 and the notes on pages 41 to 45 form an integral part of these accounts.

STATEMENT OF CHANGES IN ACCUMULATED FUND FOR THE YEAR ENDED 31ST DECEMBER, 2019

	Accumulated fund ₦	Income & (Expenditure) ₦	Total ₦
Balance at 1 January 2019	34,239,580	-	34,239,580
Deficit for the year	-	(7,625,189)	(7,625,189)
Balance at 31 December 2019	34,239,580	(7,625,189)	26,614,391

STATEMENT OF CHANGES IN ACCUMULATED FUND
FOR THE YEAR ENDED 31 DECEMBER, 2018

	Accumulated fund ₦	Income & (Expenditure) ₦	Total ₦
Balance at 1 January 2018	25,513,918	-	25,513,918
Surplus for the year	-	8,725,661	8,725,661
Balance at 31 December 2018	25,513,918	8,725,661	34,239,580

The accounting policies on pages 30 to 36 and the notes on pages 41 to 45 form an integral part of these accounts.

STATEMENT OF CASHFLOWS
FOR THE YEAR ENDED 31ST DECEMBER, 2019

	2019 ₦	2018 ₦
CASH FLOW FROM OPERATING ACTIVITIES (Note 13)	17,277,341	(5,037,637)
MOVEMENT IN WORKING CAPITAL:		
(Increase)/Decrease in receivable		
Increase/(Decrese) in payables		
NET CASH FLOW FROM OPERATING ACTIVITIES	17,277,341	(5,037,637)
Cash Flow from Investing Activities		
(Purchase)/Disposal of investment in property	-	-
(Purchase)/Disposal of office equipment	(1,029,465)	(750,719)
(Purchase)/ Disposal of intangible asset		-
(Purchase)/Disposal of investment	(8,400,000)	-
NET CASH USED IN INVESTING ACTIVITIES	(9,429,465)	(750,719)
Cash Flow from Financing Activities		
Repayment of loans	-	-
NET CASH USED IN FINANCING ACTIVITIES	-	-
Net Increase/(decrease) in cash and cash equivalent	7,847,876	(5,788,355)
Cash and cash equivalent at the beginning of the year	4,280,565	10,068,920
Cash and cash equivalent at the end of the year	12,128,441	4,280,565

The accounting policies on pages 30 to 36 and the notes on pages 41 to 45 form an integral part of these accounts.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER,

1a. PROPERTY, PLANT AND EQUIPMENT

C O S T	Balance 1/01/19 ₦	Additions ₦	Disposals ₦	Balance 31/12/19 ₦
Furniture & fittings	587,181	255,500	-	842,681
Office equipment	482,900	56,500	-	539,400
Computer equipment	750,719	717,465	-	1,468,184
Total	1,820,800	1,029,465	-	2,850,265

ACCUMULATED DEPRECIATION	Balance 1/01/19 ₦	Charge for the year ₦	Impairment/ Disposals ₦	Balance 31/12/19 ₦
Furniture & fittings	587,131	63,875	-	651,006
Office equipment	482,890	18,831	-	501,721
Computer equipment	187,661	489,345	-	677,006
Total	1,257,682	572,051	-	1,829,733
CARRYING AMOUNT	563,118			1,020,532

b. PROPERTY, PLANT AND EQUIPMENT

C O S T	Balance 1/01/18 ₦	Additions ₦	Disposals ₦	Balance 31/12/18 ₦
Furniture & fittings	587,181	-	-	587,181
Office equipment	482,900	-	-	482,900
Computer equipment	-	750,719		750,719
Total	1,070,081			1,820,800

ACCUMULATED DEPRECIATION	Balance 1/01/18 ₦	Charge for the year ₦	Impairment/ Disposals ₦	Balance 31/12/18 ₦
Furniture & fittings	587,131	-	-	587,131
Office equipment	482,890	-	-	482,890
Computer equipment	-	187,661		187,661
Total	1,070,021	-	-	1,257,682
CARRYING AMOUNT	60			563,118

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER,

		2019	2018
		₦	₦
2	CASH AND CASH EQUIVALENTS		
	Cash in hand	1,235	1,235
	Bank balance	9,918,371	4,279,330
	Petty Cash	108,835	-
	Bank placement	2,100,000	
		12,128,441	4,280,565
3	RECEIVABLES		
	IoD Subvention	1,249,710	30,654,149
	Membership Subscription	-	1,650,000
	Other receivable from IoD	4,994,951	
	Interest receivable	283,367	-
		6,528,028	32,304,149

The IoD Subvention represents the Executive Director's salary and other entitlement that are supposed to be paid by the Institute as its contribution to the Centre.

4 INCOME TAX LIABILITY

In the current dispensation, since the Centre is categorised as a not-for-profit making organisation in Nigeria, the Centre is exempted from Companies' Income Tax obligations since such profits are not derived from any trade or business carried on by such an organisation or association.

5	ACCOUNT PAYABLES		
	Trade payables	156,623	1,754,540
	Audit fee payable	268,750	250,000
	VAT payable	-	325,000
	NHF payable	17,501	26,750
	PAYE Payable	158,556	551,962
	Pension	174,825	-
	Deferrred income	600,000	-
	WHT payable	86,355	-
		1,462,610	2,908,252
6	ACCUMULATED FUNDS		
	Balance at the beginning of the year	34,239,580	25,513,918
	(Deficit)/ surplus for the year	(7,625,189)	8,725,661
	Balance at the end of the year	26,614,391	34,239,580

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER,

		2019 ₦	2018 ₦
7	REVENUE		
	Founding Partner's contribution:		
	CAC	2,500,000	1,210,185
	IoD Subvention	14,329,699	17,413,286
	Seminar/Programme/Training	50,431,811	24,270,340
	Sale of journals	144,000	116,854
	Research & Publication	720,000	
	Membership fee	4,830,000	5,220,000
	Sponsorship:		
	IFC Sponsorship	-	5,661,000
	CIPE Sponsorship	839,707	375,830
	CAC	637,500	-
		74,432,717	54,267,496

IFC and CIPE sponsorship represents payment made by IFC and CIPE to sponsor training and seminars on behalf of IoD-CCG.

8	OTHER INCOME		
	Interest/ investment income	747,548	496
	Income from facilitation	300,745	-
	Refund from training	2,500,368	304,607
		3,548,661	305,104
9	COST OF SERVICE		
	Workshop/Seminar Expenses	22,809,807	9,683,491
	Traveling Expenses	2,022,926	1,183,206
	Expert fees/ honorarium	2,575,000	200,000
		27,407,733	11,066,697

Cost of service represents major cost incured in organising trainings and seminars.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER,

		2019 ₦	2018 ₦
10	OTHER DIRECT COSTS		
	Training/Seminar Publication	383,635	5,661,000
	Training of trainers - CIPE		375,830
	Advertisement/Marketing	637,500	1,264,255
		1,021,135	7,301,085
11	FINANCE & PROFESSIONAL CHARGES		
	Bank charges	141,977	259,994
	Audit fees	268,750	262,500
	Professional fee	90,900	
		501,627	522,494
12	ADMINISTRATIVE EXPENSES		
	Printing & stationery	576,335	1,065,285
	Salaries	15,374,288	9,574,745
	ED remuneration	11,346,480	12,246,480
	Newspaper & periodicals	-	12,500
	Transport/travelling	589,238	556,901
	Office expenses	60,489	385,989
	Repairs & maintenance	29,290	110,775
	Entertainment	79,570	864,600
	Postages	-	59,172
	Telephone & internet	98,692	12,000
	Office rent	900,000	900,000
	Depreciation	572,051	187,661
	Accounting software license renewal	193,149	-
	Web site renewal fee	123,112	80,000
	Insurance	365,175	369,594
	ITF payment	-	218,168
	Employees training	-	63,000
	Medical Expenses	329,472	-
	ACGN conference	669,318	249,792
	Board Meeting Expenses	542,311	-
	Annual filing expenses	20,157	-
	Bad debt	24,636,445	-
	Staff welfare	170,500	-
		56,676,072	26,956,662

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER,

		2019 ₦	2018 ₦
13	CASH FLOW FROM OPERATING ACTIVITIES:		
	Income & (expenditure) before taxation	(7,625,189)	8,725,661
	ADJUSTMENT FOR NON -CASH ITEMS:		
	Depreciation	572,051	187,661
	Amortisation	-	-
	(Increase)/Decrease in trade & other receivables	25,776,121	(13,212,732)
	Increase/(Decrease) in Account payable	(1,445,642)	(738,227)
	Increase/(Decrease) in Other liabilities	-	-
		17,277,341	(5,037,637)

14 EVENTS AFTER THE END OF THE REPORTING DATE

The Centre's core operations such as Trainings, Conferences, Corporate Governance Services and Anti-Corruption and Ethics Compliance Services have been affected by the lockdown measures put in place by the Government as a result of COVID-19 pandemic and the need for continuing social distancing even following the gradual easing of the lockdown. This has significantly impacted on revenue generation at the Centre as it led to cancellation of various planned physical open programmes while the online replacements saw reduction in and downward review of fees accruable to the Centre. Not least impacted by these changes was the Centre's 2020 international programmes from which significant inflows had been expected but which will no longer hold in year 2020 due to travel restrictions as a result of the pandemic.

The Board is of the opinion that these events are non-adjusting subsequent events. Hence, the financial position and results of operations as of and for the year ended 31 December 2019 have not been adjusted to reflect the impact. The duration and long-term effect the COVID-19 pandemic cannot be predicted at this time.

There are no other events beyond the scope of COVID-19 stated above that provide evidence that business will not continue or that are material and require disclosure in these financial statements.

STATEMENT OF VALUE ADDED
FOR THE YEAR ENDED 31ST DECEMBER,

		2019 ₦	%	2018 ₦	%
	Income	74,432,717		54,267,496	
	Other income	3,548,661		305,104	
	Cost of services	(69,660,228)		(23,838,052)	
		8,321,150	100	30,734,547	100
1	To Pay Employees: Salaries, Wages & other benefits	15,374,288	185	9,574,745	52
2	To Pay Taxes:	-	-	-	-
3	To Provide for future growth and Maintenance of Assets				
	- Depreciation	572,051	7	187,661	1
	- Retained (deficit)/ surplus	(7,625,189)	(92)	8,725,661	47
		8,321,150	100	18,488,067	100

FINANCIAL SUMMARY
FOR THE YEAR ENDED - 31ST DECEMBER,

NET ASSETS:	2019 ₦	2018 ₦	2017 ₦	2016 ₦	2015 ₦
Property, Plant & Equipment	1,020,532	563,118	60	10,228	27,728
Current Assets	27,056,469	36,584,714	29,160,337	20,639,255	12,936,286
TOTAL ASSETS	28,077,001	37,147,832	29,160,397	20,649,483	12,964,014
TOTAL ACCUMULATED FUND & LIABILITIES					
Accumulated Fund	26,614,391	34,239,580	25,513,918	20,399,483	10,194,397
Current Liabilities	1,462,610	2,908,252	3,646,478	250,000	2,769,617
	28,077,001	37,147,832	29,160,397	20,649,483	12,964,014
REVENUE	77,981,378	54,267,496	57,280,859	34,636,366	12,351,280

2019 Events in Pictures

IoDCCG BOARD MEMEBERS

LONDON MASTERCLASS

DUBAI MASTERCLASS

DPR COURTESY VISIT

BOARD INDUCTION TRAINING

BOARD INDUCTION OF IoDCCG BoG

2019 Events in Pictures

APR INPLANT TRAINING

APR INPLANT TRAINING

ACCA 2019

ACCA 2019

2018 AGM-A

2018 AGM-B

IoDCCG Management Staff

Nerus Ekezie
AG. Executive Director-CEO

Vivian Ogundele
Accountant & Admin Officer

Serena Mordi
Head, Research & Publications

BRIEF FACTS ABOUT IoDCCG

ABOUT US

IoD Centre for Corporate Governance became a legal entity on l7th May, 2006. It is a collaborative project of three partners namely: Institute of Directors which is the premier organization in Nigeria responsible for director development training, the Securities & Exchange Commission, the regulatory authority of the Capital Market and the Corporate Affairs Commission, the sole agency of government responsible for registration of companies in Nigeria, loD Centre for Corporate Governance is a registered non-profit organization committed to improving and promoting good corporate governance principles, standards and practices in Nigeria through advocacy, research, high quality training and Corporate Governance consulting mandates.

The Centre is at the forefront of advocating the application of leading practices by private and public organisations, thereby contributing to, and advancing best and leading practices and cultures in Corporate Governance across the federal republic of Nigeria.

OUR VISION

To be the "Authority on Corporate Governance; linking international best practices with sustainable success"

OUR MISSION

To work with key institutions in the public and private sectors, advocating and facilitating the maintenance of an effective Corporate Governance environment in Nigeria.

CORPORATE OBJECTIVES

The objective of the Centre is to facilitate and promote the establishment of an effective and sustainable Corporate Governance regime, thus leading to greater transparency, integrity, accountability and responsibility in public and private organisations.

CORPORATE GOVERNANCE INITIATIVES

- High quality Corporate Governance research and publications.
- Corporate Governance training workshops, seminars and Conferences
- Advocacy and public enlightenment campaigns, including devising means of identifying private and public sector organisations who focused on achieving and maintaining high Corporate Governance standards.
- Corporate Governance consultancy services to public and private sector organisations, including design and development of Corporate Governance framework, board Induction, Corporate Governance training and mentoring.
- Board and Corporate Evaluation
- Collaborations and Alliances with other Agencies and Entities for promotion of good Corporate Governance principles and practices

CONTACT

Executive Director
IoD Nigeria and IoD Centre for Corporate Governance
28, Cameron Road, Ikoyi
Lagos, Nigeria
Tel; 234 703 792 7814
Email; nerus.ekezie@iodccg.com,
Website; www.iodccg.com

Proxy Form

(Name of Corporate Member)……
……being a member of the **IoD Centre for Corporate Governance (IoDCCG) hereby** appoints…… as proxy to represent and vote on our behalf at the 2020 Annual General Meeting (AGM) of the Centre scheduled as follows:

Date: Tuesday, December 8, 2020
Time: 11:00am prompt
Venue: IoD Nigeria Secretariat, 28 Cameron Road, Ikoyi, Lagos

Should you wish to direct the proxy how to vote, please indicate this by placing a (✓) in the appropriate boxes below -only one box to be ticked for each resolution:

Ordinary Resolutions

S/n	Agenda	Yes	No	Abstain
1	Balance Sheet and Income/Expenditure Account for the year ended December 31, 2019 and the report of the Auditors.			
2	Re-appointment of Auditors			
3	Elect/re-elect Members of the Board of Governors retiring by rotation or being appointed in to the Board			

Special Resolutions

	Proposed Amendment to MemArt	Yes	No	Abstain
4	That Clause 3(e) of the Memorandum and Articles of Association be amended to read as follows: To			

	improve the quality of Corporate Governance practices "***by providing Corporate Governance services such as Board Induction, Board Evaluation, Corporate Governance Framework development, Corporate Governance Audit and other related CG fields, etc. to organizations thereby***" promoting the economic and social benefits of greater transparency, integrity, probity, accountability and responsibility.			
5	That clause 3(t) be amended to read as follows: "***To create and promote effective compliance monitoring mechanism(s) towards enhancing the role of IoD in its Ethics Committee"***.			
6	That the last part of Articles 5 be amended as follows: The Patron shall be *"**5 (five)"*** in number and they shall normally hold office for Four years from time of their respective first appointment or for such other period as the *"**Board of Governors"*** may determine.			
7	Article 6(b) be amended to read: The members of the Board of Governors shall be appointed by *"**nominations to be received by the Founding and Institutional Partners of the Centre"*** following which their appointments shall be approved/ratified at the next General Meeting of the Centre.			
8	Article 6(c) be amended to read: The Board of Governors shall consist ***of a maximum of 15 members*** including which would include the following: (i) **Representatives** of the following organizations:- 1. The Institute of Directors – ***3 Representatives***;			

	2. The Securities and Exchange Commission – ***2 Representatives***; 3. The Corporate Affairs Commission – ***2 Representatives***; 4. ***Nigerian Stock Exchange – 1 Representative;*** 5. ***Chartered Institute of Bankers of Nigeria– 1 Representative;*** 6. ***Nigerian Association of Chambers of Commerce, Industry, Mines, and Agriculture – 1 Representative*** 7. ***Any other persons as may be approved by members of the Centre***			
9	Article 6(d) be amended to read: The members of the Board of Governors shall hold office for ***an initial*** term of 4 (four) years from the time of their first appointment and their tenure ***may be renewable for another term of 4 (four) years*** as may be determined "***by the Institution nominating them to the Board of Governors"***.			
10	That the first part of Article 7 be amended to read: The Board of Governors shall appoint the following Executive Officers who will be responsible for the day to day management of the Centre:- (i) ***Chief Executive Officer (CEO);*** (ii) ***All positions from Assistant Director and above;***			

11	That Article 14 be amended as follows: The quorum necessary for the transaction of the business of the Board of Governors may be fixed by the Board of Governors. A meeting of the Board of Governors at which a quorum is present shall be competent to exercise all powers and discretions for the being exercisable by the Board of Governors. ***"A simple majority of Members present at any meeting shall suffice to pass any resolution".***			
12	That Article 15 be removed from the Articles of Association.			
13	That Article 18 be included the Articles of Association and to read as follows: "***An Alternate Director may be appointed to attend meeting of the Board of Governors on behalf of a member of the Board of Governors where the principal member would be otherwise unable to attend a board/ committee or any other meeting".***			
14	That Article 19 be included in the Articles of Association and to read as follows: "***The Board shall determine the suitability of the Alternate director, who may be appointed as Alternate Director of the Centre".***			
15	That the last part of Article 23(b) be amended to read: The Board of Governors may invest moneys in the fund in any security created or issued by or on behalf of any government in the Federation or in any other securities in Nigeria approved by the Board of Governors. "***Subject to the Provisions of the Trustees Investment Act of Nigeria"***.			
16	That Article 27(b) (i) be amended to read: Reading, considering and adopting the ***"Balance sheet (Statement of Financial Position) and Income and Expenditure As (Comprehensive Income Statement) Account"*** and reports of the Board of Governors and the Auditors, and other related documents.			

17	That all other typographical as well as grammatical errors noticed in the existing MeMart and corrected are hereby approved as presented in the new draft MeMart before Members of the Centre.			
18	That Members authorise the Company Secretary to complete the processes of the amendments by registration of the revised document with the Corporate Affairs Commission.			

Name of Authorised Representative _____

Signature of Authorised Representative _____

Date _____

IoD Centre for Corporate Governance

ANNUAL REPORT AND FINANCIAL STATEMENTS

2016