

Code of Governance for Charities and Institutions of a Public Character

慈善团体与公益机构监管准则

31 July 2017 (Monday)

Co-Organised 协办:

The Charity Council, Singapore Buddhist Federation and Taoist Federation Singapore
慈善理事会、新加坡佛教总会、新加坡道教总会

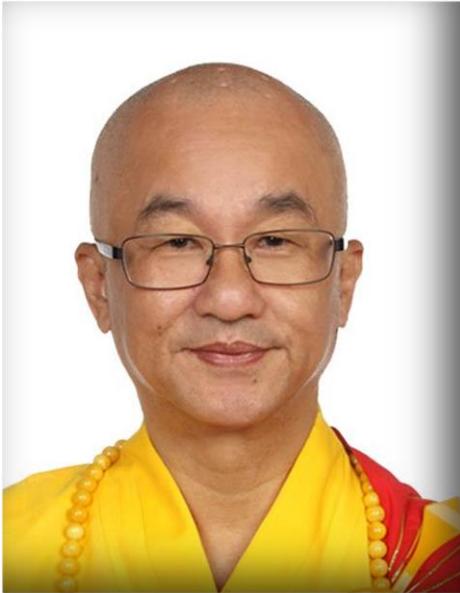


Code of Governance Sharing Session (31 July 2017)



Event Programme

Time	Activity
2.00pm – 2.45pm	Registration and Refreshments
2.45pm	All to be seated
3pm – 3.10pm	Opening Remarks by Singapore Buddhist Federation President
3.10pm – 3.20pm	Welcome Address by Charity Council Chairman
3.20pm – 3.30pm	Opening Remarks by Commissioner of Charities
3.20pm – 4.10pm	Presentation on Code of Governance for Charities and IPCs Speaker: Professor Lan Luh Luh (蓝璐璐教授), Charity Council Member
4.10pm – 5.00pm	Panel Discussion Moderator: Professor Lan Luh Luh, Charity Council Member (蓝璐璐教授, 慈善理事会成员) <ul style="list-style-type: none"> • Mr Kua Soon Khe, Chief Executive, Singapore Buddhist Federation (柯孙科, 新加坡佛教总会执行长) • Mr Tan Cheng Hwa, Training Consultant, Singapore Buddhist Federation (陈青华, 新加坡佛教总会培训顾问) • Ms Tea Wei Li, Director, KPMG Risk Advisory (张薇莉, KPMG 风险咨询服务总监) • Dr Ang Hak Seng, Commissioner of Charities (洪合成, 慈善总监)



Opening Remarks

Ven Seck Kwang Phing (释广品)

President, Singapore Buddhist Federation
新加坡佛教总会会长



Welcome Address

Dr Gerard Ee (余福金)

Chairman, Charity Council

慈善理事会主席



Opening Remarks

Dr Ang Hak Seng (洪合成)

Commissioner of Charities

慈善总监



Presentation:

“Code of Governance Sharing”

Professor Lan Luh Luh

蓝璐璐教授

Member, Charity Council

慈善理事会成员

Code of Governance for Charities and Institutions of a Public Character

慈善团体与公益机构监管准则



Agenda 议程



- **Overview of the Code of Governance** 概观监管准则
- **Governance Evaluation Checklist** 监管评估清单
- **Key Refinement Areas** 修缮准则的要点
 - Considerations for Implementation 执行时考虑要点
 - Illustrations 例子
 - Common Questions 常见问题
- **Other Key Governance Areas** 监管要点
 - Segregation of Board and Executive Functions 董事会及管理层职权划分
 - Succession Planning 接班人计划
 - Conflict of Interest 利益冲突

Why a Code of Governance? 为何需要监管准则?



FOR CHARITIES

Governance is important because it affects how a charity is run and the services that the organisation provides. The Board of a charity is responsible for putting in place the principles and practices of good governance in the organisation. The Code also helps charities to be more effective, transparent and accountable to their stakeholders.



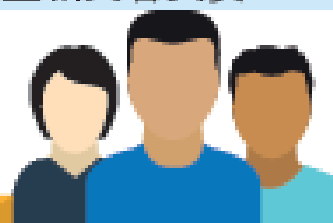
慈善团体

对慈善团体而言，监管能影响他们的管理方式和服务，因此极为重要。一个慈善团体的董事部必须负责为其属下机构制定一套良好的监管和管理原则与作业模式。监管准则也能促使慈善团体更加有效透明、更能对利益相关者负责。



FOR THE PUBLIC

Members of the public donate and volunteer services to charities. This Code aims to help the public understand what are the fundamental good governance practices and to also aid the public to make an informed decision on which charity to support.



公众

公众除了捐款给慈善团体，还为他们提供义务服务。监管准则能帮助公众了解良好监管的意义，也有助他们在选择支持某慈善团体时，能够作出知情决定。

Objectives of the Code 监管准则的宗旨

a) Make charities more effective
使慈善团体更有效

b) Provide guidance to Board members
为董事部成员提供指导

c) Boost public confidence in the charity sector
加强公众对慈善团体信心



Tiered Guidelines 分级指导原则



- a) Depends on the IPC status and size of the charity.
适用性取决于慈善团体/公益机构的规模
- b) Applicable for financial years beginning on or after 1st January 2018.
需在2018年1月1日的财政年期，按原则的要求提呈监管评清单
- c) Charities with gross annual receipts /total expenditure of less than \$50,000 are excluded from submitting the Governance Evaluation Checklist (GEC).
每年总收入或总开支，少于5万元的慈善团体无须提呈监管评估清单。

Tiered Guidelines 分级指导原则

FOR CHARITIES				
CHARITY SIZE ²		Charities with gross annual receipts or total expenditure from \$50,000 to less than \$500,000	Charities with gross annual receipts or total expenditure from \$500,000 to less than \$10 million	Large Charities with gross annual receipts or total expenditure of \$10 million or more
TIERED GUIDELINES TO COMPLY	BEFORE	Basic II	Basic II	Enhanced
	NOW	Basic	Intermediate	Enhanced
WHAT CHANGED		<ul style="list-style-type: none"> New tier for non-IPC charities 	<ul style="list-style-type: none"> “Basic II” renamed to “Intermediate” which includes the principles of the former Basic II tier as well as selected guidelines in the former Enhanced tier 	<ul style="list-style-type: none"> No change in tiers

慈善团体				
慈善团体规模 ²		每年总收入或总开支介于5万元到50万元之间的慈善团体	每年总收入或总开支介于50万元到1000万元之间的慈善团体	每年总收入或总开支介于1000万元或以上的大型慈善团体
须遵循的分级指导原则	过去	基本II级	基本II级	强化级
	现在	基本级	中级	强化级
修订部分		<ul style="list-style-type: none"> 为非公益机构的慈善团体而设的新分级 	<ul style="list-style-type: none"> “基本II级”已经更名为“中级”，所以在此级别的慈善团体/公益机构需要遵守之前基本II级以及强化级中的某些指导原则。 	<ul style="list-style-type: none"> 级别维持不变

Charity Size: determined by the charities' / IPCs' Gross Annual Receipts or Total Expenditure, whichever is higher, in each of its two immediate preceding financial years. Gross annual receipts include all income, grants, donations, sponsorships and all other receipts of any kind. Total expenditure would encompass all costs of generating funds, costs of charitable activities, governance costs and other expenditures as reflected in the unrestricted funds, restricted income funds and endowment funds.

Governance Evaluation Checklist (GEC)

监管评估清单

GOVERNANCE EVALUATION CHECKLISTS



BASIC TIER

S/N	Description
Board Governance	
1	Induction and orientation are provided to incoming Board members on joining the Board.
2	Staff does not chair the Board and does not comprise more than one-third of the Board.
3	There are written job descriptions for their executive functions and operational duties which are distinct from their Board roles.
4	There is a maximum limit of four consecutive years for the Treasurer position (or equivalent, e.g. Finance Committee Chairman or person on Board responsible for overseeing the finances of the charity).
5	All Board members submit themselves for re-nomination and re-appointment, at least once every three years.
6	The Board conducts regular self-evaluation to assess its performance and effectiveness once per term or every three years, whichever is shorter.
7	The charity discloses in its annual report the reasons for retaining Board member(s) who have served for more than 10 consecutive years.
8	There are documented terms of reference for the Board and each of its Board committees.
9	There are documented procedures for Board members and staff to declare actual or potential conflicts of interest to the Board at the earliest opportunity.
10	Board members do not vote or participate in decision-making on matters where they have a conflict of interest.
11	The Board periodically reviews and approves the strategic plan for the charity to ensure that the activities are in line with its objectives.
12	There is a documented plan to develop the capacity and capability of the charity and the Board monitors the progress of this plan.

INTERMEDIATE TIER

ENHANCED TIER

S/N	Description
Board Governance	
1	Induction and orientation are provided to incoming Board members on joining the Board.
2	Staff does not chair the Board and does not comprise more than one-third of the Board.
3	There are written job descriptions for their executive functions and operational duties which are distinct from their Board roles.
4	There is a maximum limit of four consecutive years for the Treasurer position (or equivalent, e.g. Finance Committee Chairman or person on Board responsible for overseeing the finances of the charity).
5	All Board members submit themselves for re-nomination and re-appointment, at least once every three years.
6	The Board conducts regular self-evaluation to assess its performance and effectiveness once per term or every three years, whichever is shorter.
7	The charity discloses in its annual report the reasons for retaining Board member(s) who have served for more than 10 consecutive years.
8	There are documented terms of reference for the Board and each of its Board committees.
9	There are documented procedures for Board members and staff to declare actual or potential conflicts of interest to the Board at the earliest opportunity.
10	Board members do not vote or participate in decision-making on matters where they have a conflict of interest.
11	The Board periodically reviews and approves the strategic plan for the charity to ensure that the activities are in line with its objectives.
12	There is a documented plan to develop the capacity and capability of the charity and the Board monitors the progress of this plan.

ADVANCED TIER

S/N	Description	Code ID	Response (Drop list)
Board Governance			
1	Induction and orientation are provided to incoming Board members on joining the Board.	1.1.2	<input type="checkbox"/> Complied <input type="checkbox"/> Not Complied
2	Staff does not chair the Board and does not comprise more than one-third of the Board.	1.1.3	<input type="checkbox"/> Complied <input type="checkbox"/> Not Complied
3	There are written job descriptions for their executive functions and operational duties which are distinct from their Board roles.	1.1.5	<input type="checkbox"/> Complied <input type="checkbox"/> Not Complied
4	There is a maximum limit of four consecutive years for the Treasurer position (or equivalent, e.g. Finance Committee Chairman or person on Board responsible for overseeing the finances of the charity).	1.1.7	<input type="checkbox"/> Complied <input type="checkbox"/> Not Complied
5	All Board members submit themselves for re-nomination and re-appointment, at least once every three years.	1.1.8	<input type="checkbox"/> Complied <input type="checkbox"/> Not Complied
6	The Board conducts regular self-evaluation to assess its performance and effectiveness once per term or every three years, whichever is shorter.	1.1.12	<input type="checkbox"/> Complied <input type="checkbox"/> Not Complied
7	The charity discloses in its annual report the reasons for retaining Board member(s) who have served for more than 10 consecutive years.	1.1.13	<input type="checkbox"/> Complied <input type="checkbox"/> Not Complied
8	There are documented terms of reference for the Board and each of its Board committees.	1.2.1	<input type="checkbox"/> Complied <input type="checkbox"/> Not Complied
9	There are documented procedures for Board members and staff to declare actual or potential conflicts of interest to the Board at the earliest opportunity.	2.1	<input type="checkbox"/> Complied <input type="checkbox"/> Not Complied
10	Board members do not vote or participate in decision-making on matters where they have a conflict of interest.	2.4	<input type="checkbox"/> Complied <input type="checkbox"/> Not Complied
11	The Board periodically reviews and approves the strategic plan for the charity to ensure that the activities are in line with its objectives.	3.2.2	<input type="checkbox"/> Complied <input type="checkbox"/> Not Complied
12	There is a documented plan to develop the capacity and capability of the charity and the Board monitors the progress of this plan.	3.2.4	<input type="checkbox"/> Complied <input type="checkbox"/> Not Complied

Changes to GEC Options 监管评估清单选项更改



取消 ‘Not Applicable’ ‘不适用’ 的选项:

- 仍旧以 ‘**Comply**’ or ‘**Explain**’. ‘**遵循或解释**’ 原则为披露基础。
- 披露项目以 ‘**Complied**’ ‘已遵循’ 或 ‘**Not Complied**’ ‘不遵循’ 为选项。
- 若选项为‘不遵循’，需提供原因。
- 公众可以在慈善入门网站查阅各慈善团体与公益机构所呈报的监管评估清单，这主要是提高慈善及公益团体的**透明度**。
- 监管评估清单所提供的资料，都应该经董事部批准

S/N	Description	Code ID	Response (Drop list)
Board Governance			
1	Induction and orientation are provided to incoming Board members on joining the Board.	1.1.2	<input type="checkbox"/> Complied <input type="checkbox"/> Not Complied
	Are there Board members holding staff¹ appointments? (Skip items 2 and 3 if "No")		<input checked="" type="checkbox"/> Yes <input checked="" type="checkbox"/> No
2	Staff ¹ does not chair the Board and does not comprise more than one-third of the Board.	1.1.3	<input type="checkbox"/> Complied <input type="checkbox"/> Not Complied
3	There are written job descriptions for their executive functions and operational duties which are distinct from their Board roles .	1.1.5	<input type="checkbox"/> Complied <input type="checkbox"/> Not Complied

Key Areas of Refinements

修缮准则的要点

BOARD GOVERNANCE

董事部监管



Key Points 要点

- 1.1.7 - Treasurer 财政
- 1.1.8 - Re-nomination and Reappointment of Board members 重新提名或重新受委董事部成员
- 1.1.13 - Term limit for Board members 董事部成员的任期期限

Changes on Board Governance:

1.1.7 – Treasurer 财政

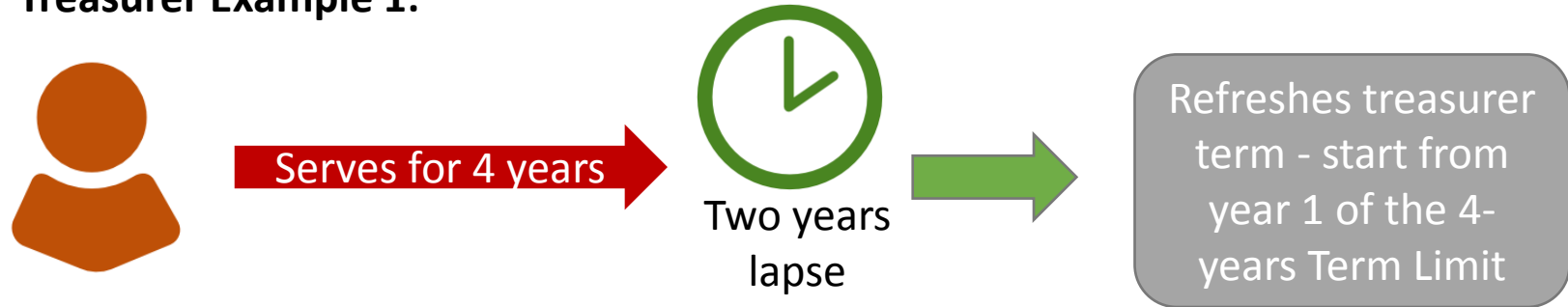
[基本级 Basic: This applies to all Charities with gross annual receipts (GAR) or total expenditure (TE) of \$50k and above, and all IPCs]

- Maximum limit of **four consecutive years** for Board members holding the Treasurer position (or equivalent appointment like a Finance Committee Chairman or person on the Board responsible for overseeing the finances of the Charity). 财政 (或同等职位，如财政委员会主席或负责监督慈善团体的财政董事) 最多只能连任四年。
- Should the Charity not have an appointed Board member, it will be taken that the Chairman oversees the finances. 如若慈善团体没委任董事会成员担任财政一职，其董事部主席将负责财政监督的工作。
- Re-appointment to the Treasurer position (or equivalent) can be considered after a lapse of at least two years. 财政 (或同等职位) 卸任后至少间隔两年才能重新受委为财政。



Illustration – Treasurer Term Limit (4 years)

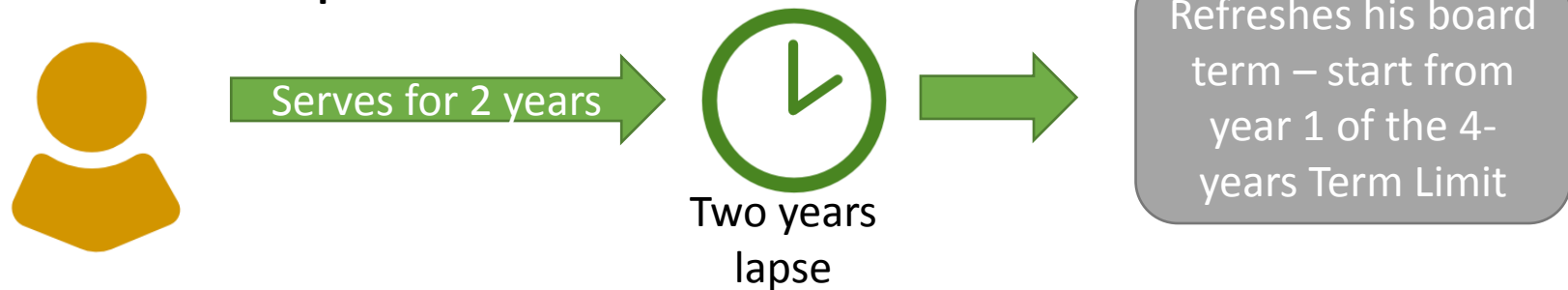
Treasurer Example 1:



Treasurer Example 2:



Treasurer Example 3:



Common Questions 常见问题



QN: Do I need to amend my governing instrument (GI)? 是否需要修改监管文件?

A: It is not a must to amend the charity's GI to include the tenure of the Treasurer (or equivalent).

It is encouraged that charities should have a documented policy 书面文件, such as the Terms of Reference for Treasurer 财政的职责范围, to include this 4-year term limit as part of governance best practice.

Example: Terms of Reference for Treasurer (or equivalent)

- Roles and Responsibilities, such as:
 - i. Manages the board's financial responsibilities and reviews financial reports;
 - ii. Oversees development and implementation of financial procedures and systems;
 - iii. Ensures regular and accurate monitoring and accountability for funds and report to Board on key financial events and any financial irregularities and concerns;
 - iv. Recommends to board on audit matters;
 - v. Ensures, through the Finance Committee, sound management and maximization of cash and investments
- Tenure of Treasurer (or equivalent) is up to maximum of 4 consecutive years.
- Reappointment to Treasurer (or equivalent) position requires a lapse of minimum 2 years.

Board Governance 董事部监管

1.1.8 – Re-nomination and Reappointment of Board members 重新提名或重新受委董事部成员

[基本级 Basic: This applies to all Charities with GAR or TE of \$50k and above, and all IPCs]

All board members should be required to submit themselves for re-nomination and reappointment, **at least once every 3 years.**

所有董事部成员必须至少每隔三年重新被提名或被重新受委。

QN: How to implement this process in my charity?

A: A re-nomination/re-appointment process could be mentioned in the Governing Instrument or Terms of Reference for Board members.

QN: If the term for my Board is two years, does my charity comply?

A: Yes, if a process to re-appoint board members takes place at least once every 3 years (i.e. anything less than 3 years is better).



Board Governance 董事部监管

1.1.13 – Term limit for Board members

董事部成员的任期期限

[强化级 Enhanced: Applies to Charities with GAR or TE of more than \$10million and IPCs with GAR or TE of \$500k and above]

- Should establish term limits for board members to ensure steady renewal of the board. This may be set out in the charity's governing instrument.

必须规定所有董事部成员的任期期限，以确保董事部能稳健更新。这些规定可在慈善团体的监管文件中列明。

- Re-appointment to the Board only after lapse of at least two years.

财政 (或同等职位) 卸任后至少间隔两年才能重新受委为财政。

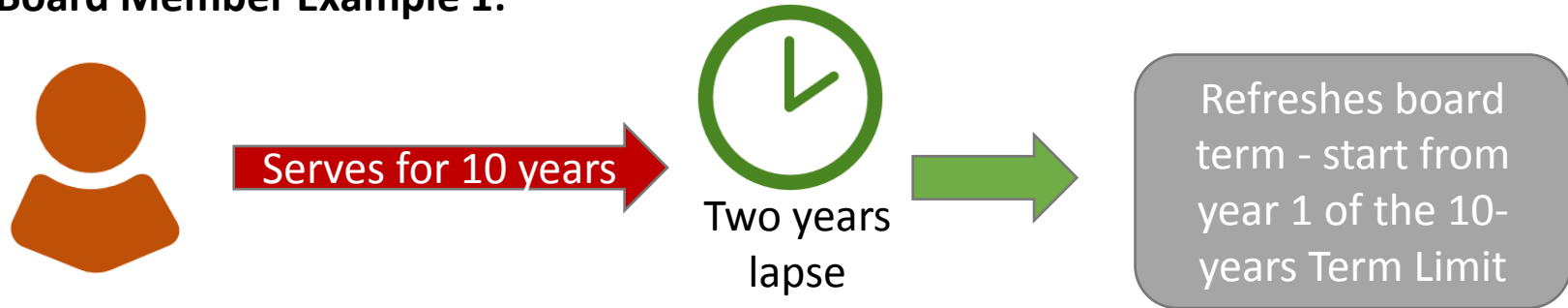
- **Disclose the reasons for retaining Board member(s) who have served on the Board for more than 10 consecutive years, in its annual report.**

必须在常年报告中公布每名董事部成员连任超过10年以上的理由。



Illustration – Board Term Limit (e.g.: 10 years)

Board Member Example 1:



Board Member Example 2:



Board Member Example 3:

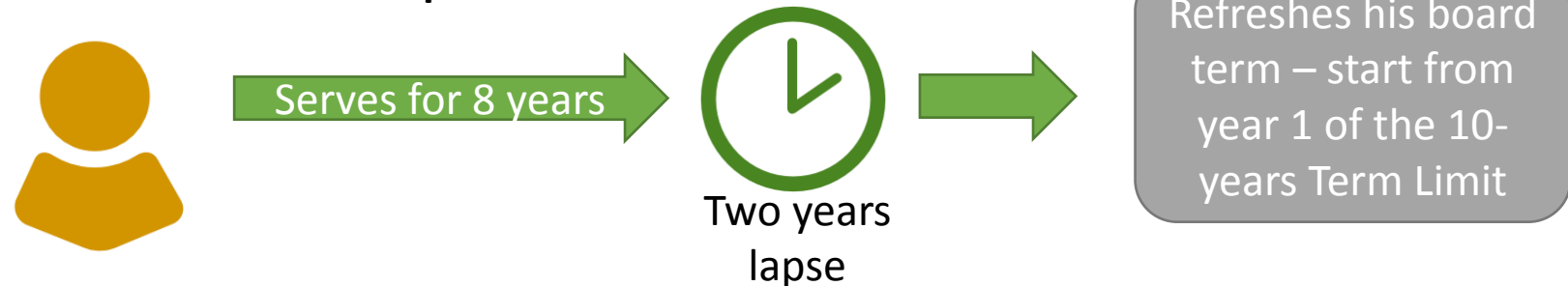


Illustration – Disclosure on Board members' who have served > 10 consecutive years on Board

CHARITY XYZ ANNUAL REPORT

Name	Current Term (2015 – 2017)		Previous Term(s)		
	Designation	Date of Appt	Total Consecutive Years of Service on Board	Reasons for Retention	
John Tan	Chairman	01.03.2015	8 years	-	
Mary Goh	Vice Chairman	01.03.2015	10 years	<provide justifications>	
Peter Parker	Treasurer	01.03.2015	5 years	-	

Common Questions 常见问题

QN: If I establish the 10-year term limit now, my entire board will have to change by 20XX. This is not practical for my charity.

A: The Code encourages a term limit for board members but does not prescribe the number of years, as of now. However, charities should be aware of its succession planning to ensure sustainability of operations.

Succession planning cannot be rushed, hence the Code only requires the disclosure of reason(s) should the charity wish to retain any of its board members who have served for more than 10 consecutive years.

The reasons should be made known in your charity's Annual Report, to your stakeholders, for accountability.

Key Refinements 修缮准则的要点

HUMAN RESOURCE AND VOLUNTEER MANAGEMENT

人力资源及义工管理



Key Point 要点

- 5.3 – Code of Conduct 行为守则

HR and Volunteer Management: 人力资源及义工管理

5.3 – Code of Conduct 行为守则

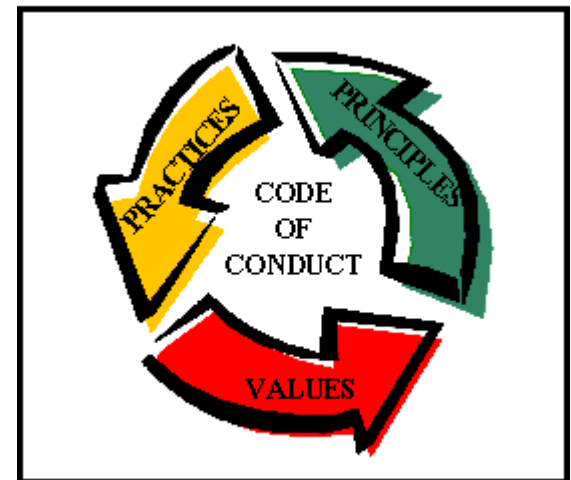
[中级 Intermediate: This applies to all Charities with GAR or TE of \$500k and above, and all IPCs]

The charity should have a documented Code of Conduct for Board members, staff and volunteers (where applicable) which is approved by the Board.

慈善团体有经董事部批准的书面行为守则，供董事部成员、职员和义工 (如适用) 参阅。

Intent:

- To safeguard the interest of the charity and its beneficiaries.
- It outlines the proper ethical and moral practices to guide the operations of the charity and its people.



Common Questions 常见问题

Qn: What are some pointers to take note of when crafting a Code of Conduct? 行为守则要注意什么事项?

A: Code of Conduct should address the following sub-topics (the list is non-exhaustive):

- Organisation's Values 组织的核心价值
- General Conduct 行为准则
- Conflict of Interest Management (can also be a separate policy) 利益冲突的监管
- Confidentiality Policy 保密政策
- Gifts & Hospitality Policy/Declaration 接收赠品与招待的处理政策/呈报
- Use of Social Media 社交媒体的运用
- Disciplinary actions (if necessary) 纪律处分

Common Questions 常见问题

Qn: Do I need to have separate Code of Conduct for my different groups of stakeholders (i.e. Board, Staff, Volunteers)?

A: It depends on the nature of your organisation.

Should you have a substantial number of volunteers, it may be beneficial to spell out the Code of Conduct for each group, and what are required of them in their different roles.

For volunteers, they should also be briefed, orientated and trained appropriately, especially if they are in direct contact with people or animals.

[Resource Sample: Volunteer Code of Conduct (www.knowledge.nvpc.org.sg)]

Key Refinements 修缮准则的要点

FINANCIAL MANAGEMENT AND INTERNAL CONTROLS

财务管理和内部监控



Key Point 要点

- 6.1.1– Loans / Donation Policy 贷款 / 捐款政策
- 6.1.4 – Risk Management 风险管理

Financial Management & Internal Controls:

财务管理和内部监控



6.1.1– Loans / Donation Policy 贷款 / 捐款政策

[基本级 Basic: This applies to all Charities with GAR or TE of \$50k and above, and all IPCs]

6.1.1 Generally, **charities should spend its resources on ways to further its charitable purposes**. There should be a documented policy to seek the Board's approval for instances where the charity provides loans, donations, grants or financial assistance which are not part of its charitable programmes.

一般情况下，慈善团体必将资源应用在增进慈善目的上。在提供非慈善团体主要公益项目时，慈善团体必须有书面文件征求董事部批准，才能外贷任何款项、给予捐款、补助金或经济援助。

Q: What does this mean?

A: There should be a policy / procedure to seek approval from the Board should the charity have an instance to spend its resources for any other purposes outside of its approved charitable programmes (e.g. loans to employees/subsidiaries, grants or financial assistance to business entities).

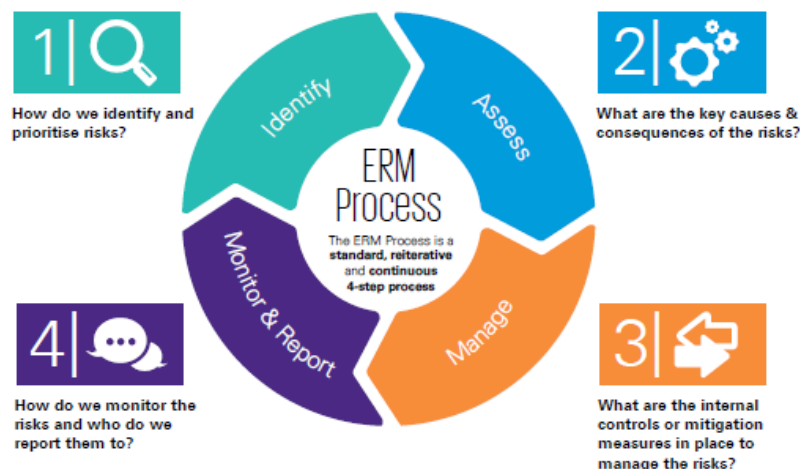
Financial Management & Internal Controls:

6.1.4 – Risk Management 风险管理

[中级 Intermediate: This applies Charities with GAR or TE of \$500k and above, and all IPCs.]

The Board should ensure that there is a **process to identify, regularly monitor and review the charity's key risks**. This should cover mitigating measures and controls for all key risks.

董事部必须确保慈善团体有完善的监控程序，可定期监控和检讨其主要风险，以确保有足够措施来控制 and 减轻所有主要风险。

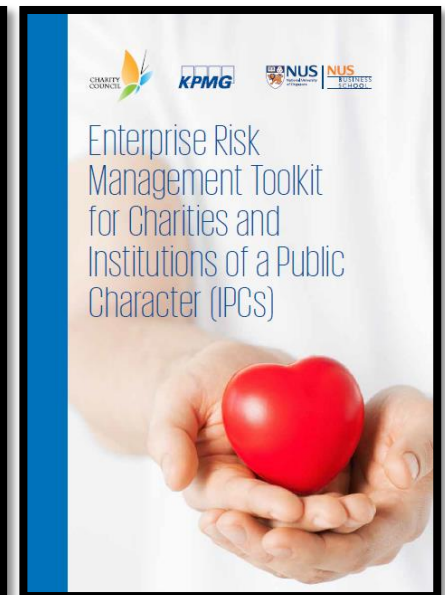


Common Questions 常见问题

Qn: Risk Management is a very new topic to my charity. How do I go about finding more and starting this journey?

A: Charity Council has some resources on Risk Management available, such as:

- Enterprise Risk Management Toolkit (launched June 2017);
- RSM Risk Governance for the Third Sector; and
- Upcoming training courses.



Key Refinements 修缮准则的要点

DISCLOSURE AND TRANSPARENCY

披露和透明度



Key Point 要点

- **8.1a – Disclosure on Board members info** 披露董事部成员的资料
- **8.2 – Disclosure on Board meetings and attendance** 披露董事会议次数及出席率
- **8.3 – Board Remuneration** 董事部酬劳披露
- **8.4 – Three highest paid staff, including subsidiaries** 首三名最高薪职员
的年薪，包括其属下组织成员披露
- **8.5 – Remuneration of employees who are close members of the family of CEO/ED/Board members**
与执行主管或董事部成员有直属家庭成员的受薪职员酬劳
- **8.6 – Whistle Blowing Policy** 举报政策

Disclosure & Transparency: 披露和透明度

8.1a – Disclosure on Board members info

披露董事部成员的资料

[基本级 Basic: This applies to all Charities with GAR or TE of \$50k and above, and all IPCs]

- The charity should disclose the information of its Board members, specifically – **name, board appointment and date of appointment** to the board, in its annual report. 慈善团体必须在常年报告中公开其董事部成员的姓名、担任的职位和就任董事部的日期。
- Where the current holder of any of the relevant offices has prior to his current term held any of the relevant offices in the charity, he should disclose the date of his first appointment in each of the relevant offices.

当任何现任的董事部成员在被委任之前有在慈善团体中担任其他职位，均必须公开他之前所担任的所有职位和期限。

[NOTE: This is a legislative requirement for charities that have gross annual receipts or total expenditure of \$500k and above and for all IPCs.]

[此为法律规定，适用于每年总收入或总开支在50万元以上的慈善团体；以及所有的公益机构。]

Disclosure & Transparency: 披露和透明度

8.2 – Disclosure on Board meetings and attendance

披露董事会议次数及出席率

[基本级 Basic: This applies to all Charities with GAR or TE of \$50k and above, and all IPCs]

The charity should disclose the **number of Board meetings** in the year, and the **attendance** of each Board member, on a named basis, in its annual report.

慈善团体必须在常年报告中公开慈善团体每年召开董事会议的次数，以及每位董事成员的出席率。

Illustration – Disclosure on Board members info

CHARITY XYZ ANNUAL REPORT

Name	Current Term		Attendance	Previous Term	
	Designation	Date of Appt	Freq	Designation	Date of Appt
John Tan	Chairman	01.03.2015	4/4	Treasurer	01.03.2013 – 28.02.2015
				Board member	01.03.2011 – 28.02.2013
				-	(took one year gap)
Mary Goh	Vice Chairman	01.03.2015	4/4	Board member	01.03.2009 – 28.02.2010
				Audit Committee Chairman	01.03.2011 – 28.02.2015
Peter Parker	Treasurer	01.03.2015	3/4	Board member	01.03.2005 – 28.02.2011
				-	-

Disclosure & Transparency 披露和透明度

8.3 – Board Remuneration 董事部酬劳

[基本级 Basic: This applies to all Charities with GAR or TE of \$50k and above, and all IPCs]

[Refinement to the applicable Tier – from Enhanced to Basic]

- Generally, **Board members should not receive remuneration** for their Board services. 一般而言，董事部成员为董事部服务不应该收取酬劳。
- Where the charity's governing instrument expressly permits remuneration of Board members for their Board services, the charity should **disclose** in its annual report the **exact remuneration and benefits received** by each individual Board member. 若是慈善团体监管文件明确准许董事部成员为所提供的董事服务收取酬劳，慈善团体必须在常年报告中公开每名董事部成员所获得的确切酬劳和利益。
- If no Board member receives remuneration for their Board services, the charity discloses this fact in its annual report. 若是董事成员未为所提供的董事服务收取酬劳，慈善团体也必须在常年报告中公开此事项。

Disclosure & Transparency 披露和透明度



8.4 – Three highest paid staff, including subsidiaries

首三名最高薪职员的年薪，包括其属下组织成员

[基本级 Basic: This applies to all Charities with GAR or TE of \$50k and above, and all IPCs]

- For transparency, the charity should disclose in its annual report the **total annual remuneration** (including any remuneration received in its subsidiaries), for each of its **three highest paid staff**, who each receives remuneration **exceeding \$100,000**, in incremental bands of \$100,000. The charity only need to show the applicable bands. 为表示其透明度，慈善团体必须在其常年报告中公开每年总薪酬 (包括其属下组织成员3 领取的所有薪酬) 超过10万元的首三名最高薪职员的年薪，以每10万元为一范畴。慈善团体仅需要公开对应的范畴。
- Should any of the three highest paid staff serves on the board of the charity, it should also be disclosed. 若首三名最高薪职员也任职于慈善团体董事部，则必须在常年报告中公开。
- If no staff receives more than \$100,000 in annual remuneration each, the charity should disclose this fact. 若是首三名最高薪职员当中无人每年薪酬超过10万元，慈善团体应该据情披露。

Illustration – Remuneration: Board Members & Three Highest Paid Staff

(1) Remunerated Board Members

Board Member	2018 (\$\$)	2017 (\$\$)
Esther Teo	\$5,000	\$4,000
The other board members are not remunerated for their Board services.		

(2) No Remunerated Board Members

During the current financial year, none of the governing board members received any remuneration or benefits.

(3) Staff / Employee Benefits

The number of employees whose remuneration amounted to over \$100,000 during the year is as follows:

No. of employees, including employees of subsidiaries (in bands)	2018	2017	Board member? (Y/N)
\$100,001 - \$200,000	1	1	N
\$200,001 - \$300,000	1	1	Y

Disclosure & Transparency: 披露和透明度

8.5 – Remuneration of employees who are close members of the family of CEO/ED/Board members

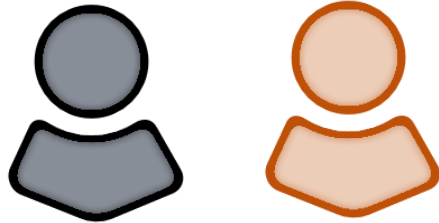
与执行主管或董事部成员有直属家庭成员的受薪职员酬劳

[强化级 Enhanced: Applies to Charities with GAR or TE of more than \$10million and IPCs with GAR or TE of \$500k and above]

For transparency, the charity should disclose the details of the annual remuneration of staff who are **close members of the family** of the Executive Head or Board members, and whose remuneration each **exceeds S\$50,000 during the year**. 为表示其透明度，慈善团体必须在常年报告中公开在该年薪酬超过5万元，且与执行主管或董事部成员有直属家庭成员的受薪职员。

Disclosure of the staff remuneration should be in incremental bands of \$100,000 on a no-named basis. However the related Executive Head or Board Member(s) should be disclosed on a named basis. 应以每10万元为一个范畴，在不公开职员的姓名的情况下，公开职员的年薪酬。然而，相关的执行主管或董事部成员的姓名应被公开。

Illustration – Remuneration of employees who are close members of the family of CEO/ED/Board members



Related Board Member / Executive Head	No. of Close Members of family	Related Staff's Remuneration (in bands)
Mary Goh (Vice-Chairman)	1	\$50,000 - \$100,000
John Tan (Chairman)	1	\$100,001 - \$200,000

The application of this principle is aligned with the Accounting Standards (i.e. FRS / CAS)

*Close members of the family of a person are those family members who **may be expected to influence, or be influenced by**, that person in their dealings with the charity. In most cases, they would include:*

- *That person's children and spouse;*
- *Children of that person's spouse; and*
- *Dependants of that person or that person's spouse.*

Disclosure & Transparency 披露和透明度

8.6 – Whistle Blowing Policy 举报政策

[强化级 Enhanced: Applies to Charities with GAR or TE of more than \$10million and IPCs with GAR or TE of \$500k and above]

The charity should **disclose in its annual report whether it has a whistle-blowing policy**. 慈善团体必须在其常年报告中公开团体是否有举报政策。

The Board should review the policy and arrangements by which staff of the charity and any other persons may, in confidence, raise concerns about possible wrong-doing or improprieties in financial or other matters within the charity. The Board's objective should be to ensure that arrangements are in place for such concerns to be raised and independently investigated, and for appropriate follow-up action to be taken.

董事部成员必须审查该政策和措施，让慈善团体的职员或任何其他人员能够放心提出有关慈善团体财务或其他方面的问题、可能出现的失误或不当行为。董事部的宗旨是在确保当有人举报问题时，慈善团体能够给予独立调查，并采取适当的跟进措施。

Common Questions 常见问题

Qn: What are some things to take note of when crafting a whistle blowing policy?

A: The Whistle Blowing policy allows employees or outside parties to report without fear of reprisal, discrimination or adverse consequences and also allows the organisation to address such reports by taking appropriate actions.

The overall responsibility for ensuring the correct application of the policies rests with the Board, who will be assisted by the Management. Compliance is compulsory for all staff and volunteers.

The Whistle Blowing policy should cover the following scope:

- Reporting Mechanisms/Line of Communication 举报程序
- Case Handling Processes (including protection of whistleblower 保障措施)
- Reporting on Outcome 举报结果

Key Governance Areas for Discussion

监管要点讨论





1. Segregation of Board and Executive Functions

划分董事部与执行职务

1.1.3 All Board members of the charity should exercise **independent judgement** and act in the **best interests** of the charity. To ensure objectivity in decision-making, it is desirable for the Board to be **totally independent from staff** working for the charity.

董事部所有成员必须以慈善团体的最佳利益为重，做出独立的判断。为确保决策过程中的客观性，董事部最好是完全独立的，并且不包括慈善团体的职员。

In addition, staff of the charity 此外，慈善团体职员：

- May only become Board members if this is **expressly permitted** by the charity's governing instrument 只有在慈善团体的监管文件中明确允准的情况下才能被委任为董事部成员；
- Should **not** comprise more than **one-third** of the Board 必须为数不超过董事部成员人数的三分之一；
- Should **not chair** the Board 不得担任董事部主席。



Role of the Board and Management 董事部与管理层的职务

✓ Primary role of the Board is providing **strategic directions** and **monitoring Management performance**

董事部主要任务是策略性方向和监控管理层表现.

✓ **Day-to-day management** of SATA CommHealth is delegated by the Board to Management headed by the Chief Executive Officer (CEO). 善达日常管理是由董事部委托于执行长执行

✓ Board **reviews and approves** annual budget prepared by Management and approves key performance indicators. 董事部检讨与批准年度财政预算及主要绩效考核指标





2. Succession Planning 接班计划

1.1.9 The Board should have a strategy and make arrangements to ensure succession for Board members resigning or finishing their terms of office. Particular attention should be given to **succession planning for key office bearers**, in particular, for the Chairman, General Secretary and Treasurer.

董事部必须作适当安排，以确保董事部成员辞职或任满时有人继任。董事部要职如主席、秘书长和财政的接班问题必须未雨绸缪，预先加以计划。



Association of Muslim Professionals

回教专业人士协会

Special Commendation Award For Board Recruitment & Renewal,
Charity Governance Awards 2013 特别表扬奖 2013 - 董事部征聘与更新
and Winner of Charity Transparency Award 2016 慈善团体透明度奖2016 获奖者

Board Recruitment and Renewal

✓ To ensure regular injection of new talent into its Board of Directors, AMP requires the **compulsory retirement of at least two directors every other year** to make way for new directors to be elected into the Board

✓ An elected director can hold office for a **maximum term of 6 consecutive years**, and is not eligible for re-election for a period of one year, following the year of retirement

✓ Chairman's term will be extended for a maximum of 2 years upon election to ensure continuity in the leadership of AMP





Board Recruitment and Renewal 征聘与更新董事部成员

- ✓ To ensure constant leadership succession, a group of potential AMP leaders is groomed and developed through AMP's youth wing, **Young AMP**.
- ✓ Established a **Nominating Committee** 提名委员会, which consists of the current AMP Chairman, a past Chairman and one Director/ Member of AMP to select individuals with potential
- ✓ Uses the **Online Board Assessment** 董事部评估 administered by Social Service Institute to assess the effectiveness of the Board



Young Men's Christian Association of Singapore 新加坡基督教青年会

Winner of Large Category for Charity Governance Awards 2013

慈善团体监管奖 2013 获奖者 and Winner of Charity Transparency Award 2016 慈善团体透明度奖2016 获奖者



Structured Board Renewal



Potential Board candidates 董事部候选人 are identified for initial service in committees based on professional expertise.



Capable candidates are recommended to the Nominations Committee for co-option as Board members for one-year term.



Retired Board members are welcome to continue serving in committees.



New Board members are **formally oriented** 入门培训 and sent for **training** 培训 .



3. Conflict of Interest 利益冲突

“

A situation where a Board member, staff, or other person with an existing or potential financial or other material interest that might impair his or her independence or objectivity in the discharge. ”

CONFLICT OF INTEREST

GENERAL PRINCIPLE

Board members and staff should act in the best interests of the charity. Clear policies and procedures should be set and measures be taken to declare, prevent and address conflict of interest.



一般原则

董事部所有成员和职员必须以慈善团体的最佳利益为重。董事部必须清楚制定关于呈报、避免和处理利益冲突的政策和程序。

Different Types of Conflict of Interest



Members* hiring a friend/ relative as an employee or vendor



Members* buying or selling goods or services from/ to a family business for which others might compete



Members* having personal relationship where there is an immediate reporting relationship



Members* volunteering and/ or having memberships in other charities

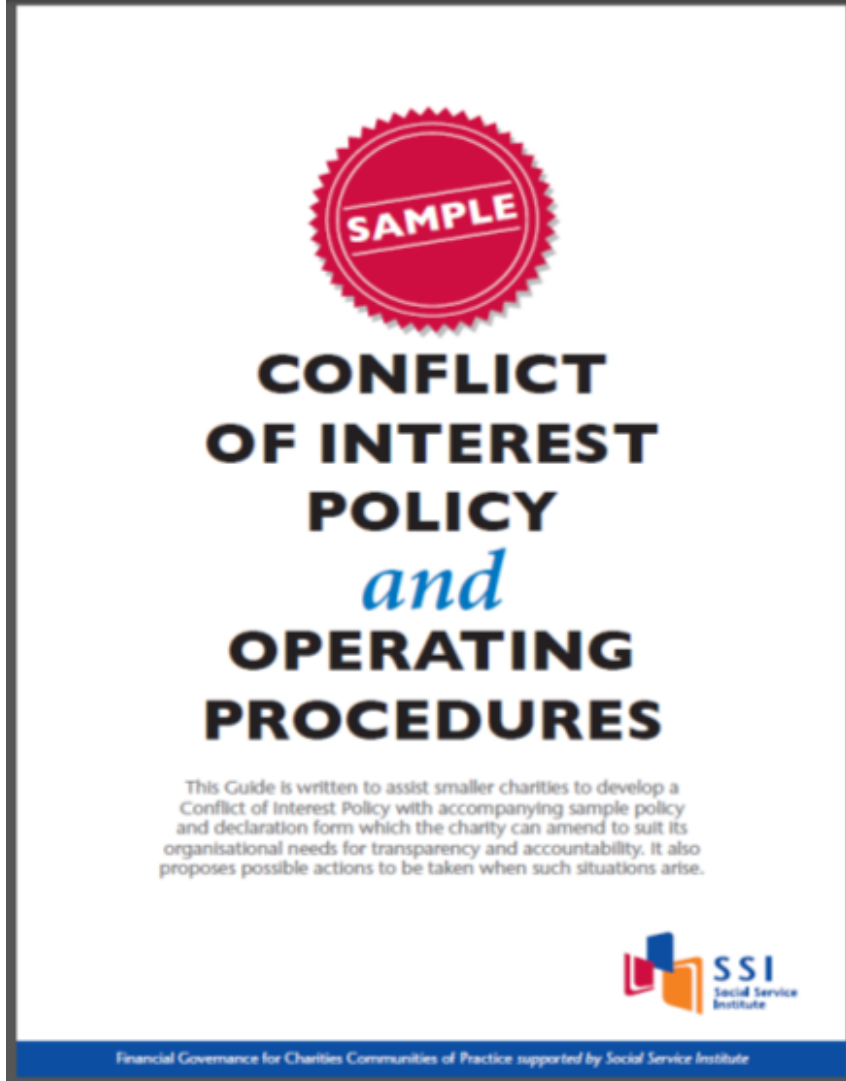


Members* receiving goods or services as beneficiaries.

Examples of Conflict of Interest

** A member refers to a board member, management member, staff member or volunteer member.*

Source : Social Service Institute



Conflict of Interest Policy & Operating Procedures

By Social Service Institute (SSI)

Available on:

www.charitycouncil.org.sg

> Resources For You > Guides and
Templates

Managing Conflict of Interest

Declaration of Interests 利益声明



The declaration of interests should be updated at least annually, or when any changes occur



In situations where members are unsure what to declare or whether/ when the declaration needs to be updated, they are strongly encouraged to make a declaration or seek advice from the Board

Sample COI Declaration Form 利益声明表



Conflict of Interest Policy & Declaration Form

Date

Conflict of Interest Disclosure Statement

*With regard to my voluntary service as _____ on the
Committee of ABC Charity, I have the following potential conflict of interest to report:

OR

*With regard to my employment as _____ with
ABC Charity, I have the following potential conflict of interest to report:

* Delete whichever is appropriate

- ☐ Affiliated to another VWO.
- ☐ Affiliated to a vendor, supplier, or a party providing or bidding for providing services, having a direct or indirect interest in any business transaction(s), agreement or investment with ABC Charity
- ☐ Affiliated to business dealings/ transactions with a vendor, supplier or a party, which could result in benefit to me
- ☐ Affiliated to a party which have interest in purchasing services from Crocodile Foundation.
- ☐ Affiliated to a staff of ABC Charity
- ☐ Affiliated to person(s) involved in or have an interest in any pending legal proceedings involving ABC Charity
- ☐ Others: _____

(Note: Affiliated refers to the following: Spouse, domestic partner, child, mother, father, brother or sister or close associates; any corporation, business or non-profit organisation of which you serve as staff, officer, board member, partner or participate in management or are employed by; or any trust or other estate in which you have a substantial interest or as to which you serve as a trustee or in a similar capacity.)

Please elaborate on the potential conflict arising from the above situation with regards to the transaction concerned (e.g. nature of service/ transaction, if affiliated person involved, the identity of the affiliated person and your relationship with that person):

Declaration

I hereby confirm that the disclosure made above are complete and correct to the best of my information and belief. I shall not be participating in the discussion and decision making of this matter. I agree that if I become aware of any information that might indicate that this disclosure is inaccurate or that I have not complied with the conflict of interest policy, I will notify the appropriate authority immediately.

Signature

Name & Designation

Date

Available Resources For You 可用资源

- VWOs-Charities Capability Fund

志愿福利组织 - 慈善团体 能力提升基金

- Guides and Templates on Charity Council Website

慈善理事会网站里的相关指导和样板文件

www.charitycouncil.org.sg

- Email 电邮: Charity_Council_Sec@mccy.gov.sg

Mandatory Annual Submissions

强制性常年报表

- Annual Report 常年报告
- Financial Statements 财政报表 (Charities with GAR/TE >\$500k, and all IPCS, must have their FS externally audited.)
- Governance Evaluation Checklist 监管评估清单

All annual submissions are due within 6 months from your charity's financial year end.

Organisation Name:

Organisation Profile

Financial Information

Annual Report

Code Compliance

Financial Statements

Charities and IPCs are required to submit their financial statement to their respective Sector Administrators. The financial statement is available online from FY2013 onwards.

FY Period	Income	Spending	Status
Jan 2016 - Dec 2016			Not received No file found
Jan 2015 - Dec 2015			Late VIEW
Jan 2014 - Dec 2014			Not received No file found



Moderator

Professor Lan Luh Luh

蓝璐璐教授

Charity Council Member

慈善理事会成员

Panel Conversation



Mr Kua Soon Khe
柯孙科



Dr Ang Hak Seng
洪合成



Mr Tan Cheng Hwa
陈青华



Ms Tea Wei Li
张薇莉

Chief Executive, Singapore
Buddhist Federation
新加坡佛教总会执行长

Commissioner of
Charities
慈善总监

Training Consultant,
Singapore Buddhist
Federation
新加坡佛教总会培训顾问

Director, KPMG
Risk Advisory
KPMG 风险咨
询服务总监

PANEL CONVERSATION



Code of Governance Sharing Session (31 July 2017)



Thank you

谢谢

www.charitycouncil.org.sg

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charity_council_sec@mccy.gov.sg