



**SOCIETY FOR CORPORATE
GOVERNANCE NIGERIA**

Leadership and Integrity

2022 Annual Report & Financial Statements

ABOUT THE SOCIETY

The Society for Corporate Governance NigeriaSM (SCGN) Limited by Guarantee is a registered (Not-for-profit No 620,268) organization committed to the development of corporate governance and best practices in Nigeria.

It is the foremost institution committed to the development and promotion of corporate governance best practices in Nigeria. It aims to be the recognized reference point both nationally and internationally in matters relating to corporate governance and provide a template for formulation and enforcement of corporate governance standards for Nigeria and other emerging economies, using the tools of rankings, seminars, workshops and trainings.

OUR VISION

- The Society aims at being the leading role player in the development and promotion of corporate governance best practices in the Federal Republic of Nigeria.
- To be the recognized reference point both nationally and internationally in matters relating to corporate governance

OUR MISSION

To become a template for formulation and enforcement of corporate governance standards for Nigeria.

OUR BOARD

- Mr. Muhammad K. Ahmad, OON – *President*
- Professor Juan M. Elegido – *Vice President*
- Mrs. Chioma Mordi – *C.E.O*
- Professor Pat Utomi
- Professor Chris Ogbechie
- Professor Fabian Ajogwu SAN
- Mrs. Clare Omatseye
- Mr. Ibrahim Dikko
- Mr. Tijjani Borodo
- Mr. Adetunji Oyebanji
- Mrs. Nkemdilim Uwaje Begho

OUR PROGRAMMES

The Society for Corporate Governance Nigeria, as a part of its contribution to the development and promotion of Corporate Governance offers the following:

- **Board Evaluation Exercise**

The Society is an independent consultant specializing in assessing the performance of directors, board structures, internal control frameworks, corporate governance frameworks, regulatory compliance, and risk management systems.

This evaluation assists organizations to identify areas where improvement or changes are required to improve organizational growth and performance.

- **Board Enhancement Programme**

These are specially designed programmes for boards of organizations to address specific needs. They are in-plants aimed at resolving salient issues that are unique to the particular organization

These programmes are designed to enhance the performance of individual directors and the board as a whole.

- **Board Training Programmes**

We craft and deliver sets of informative programmes for directors, board chairmen, audit committees, and company secretaries.

These programmes are intended to have a great impact on participants by improving their knowledge and understanding of corporate governance and shared experiences on the subject.

- **Advocacy**

We work with the government on proposed legislative and regulatory reform, and also with the media, to ensure that our society's views on governance are widely circulated.

We research governance practices, trends, and issues. This research can be used to support calls for legislative or regulatory reform.

- **Board and Governance Advisory**

Proffering advice and solutions are a vital part of our strategy to improve corporate governance standards.

Through this work, we help establish the necessary conditions that will enhance governance, ethics, and compliance functions in the organizations we serve.

- **Board Policy Document Development and Review**

We engage with key policymakers at the SEC and House of Assembly on current and emerging issues that significantly impact core governance and compliance.

By providing expert advocacy that represents the practical experiences of public, private, and not-for-profit companies, we possess a unique role that has a real impact on regulatory and legislative agendas.

- **Mentorship Programme**

We provide structured, one-to-one, professional relationships. These relationships use strategic planning and organization to connect people, increase knowledge, and build skills for future goals and milestones.

Mentors and mentees are brought together to engage in productive conversations and meetings, providing them with career development tools and resources to accomplish set goals.

- **Corporate Governance Audit**

The Society is an independent external consultant that specializes in auditing a Company's corporate governance structure to ensure that its governance standards, practices and processes are adequate and effective. It is a yearly assessment undertaken to determine the degree of adherence to good corporate governance and best practices.

This is in line with the Nigerian Code of Corporate Governance 2018 which recommends that the summary of the report be included in the Company's Annual report and on its Investors' portal (company website).

CONTENTS

About The Society	1
Our Programmes	2
Corporate Information	4
Notice of AGM	5
Letter from the President	6
From the Management Desk	8
Research and Publications	13
Programmes	17
Financial Reports	18
Board of Directors	50
Photospeak	51
Special Thanks	53
Certified Corporate Director	54

CORPORATE INFORMATION

Board of directors: Mr. Muhammad K. Ahmad, OON – *President*
Professor Juan M. Elegido – *Vice President*
Mrs. Chioma Mordi – *C.E.O*
Professor Pat Utomi
Professor Chris Ogbechie
Professor Fabian Ajogwu SAN
Mrs. Clare Omatseye
Mr. Ibrahim Dikko
Mr. Tijjani Borodo
Mr. Adetunji Oyebanji
Mrs. Nkemdilim Uwaje Begho

Registration number: RC 620268

Registered office: 5B, Lawani Odunloye Street,
Off Palace Way, Oniru
Victoria

Independent auditor: PricewaterhouseCoopers
Landmark Towers
5B Water Corporation Road
Victoria Island, Lagos

Company secretary: KP Nominees Limited
8, Onigefon Road
Off Palace Way, Oniru
Victoria Island
Lagos

Legal representative: Kenna Partners
8, Ogunyemi Road
Off Palace Way, Oniru
Victoria Island
Lagos

Principal bankers: Access Bank Plc
First Bank of Nigeria Limited
Zenith Bank Plc

NOTICE OF THE 13TH ANNUAL GENERAL MEETING OF THE SOCIETY FOR CORPORATE GOVERNANCE NIGERIA LTD/ GTE (RC 620268)

NOTICE IS HEREBY GIVEN that the 13th Annual General Meeting of the Society for Corporate Governance Nigeria Ltd/ Gte ("the Society") shall be held at the Galaxy Hall, Four Points by Sheraton Hotel, Oniru Chieftaincy Palace way, Victoria Island, Lagos on **Thursday, November 17, 2022, at 4:00pm prompt** to transact the following business:

ORDINARY BUSINESS:

1. To receive the Report of the Directors, the Financial Statements for the year ended June 30, 2022, and the Report of the Auditors thereon; and
2. To approve the appointment of Professor Olayinka David-West as a Director of the Society.

PROXY

A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his/ her/ its stead. A Proxy need not be a member of the Society. Where a Proxy is used, the proxy form must be duly signed and lodged at the registered Office of the Society at 5B, Lawani Oduloye Street, Oniru, Victoria Island, Lagos not later than 48 hours before the time fixed for the meeting.

This Notice is given this 26th day of October 2022, by Order of the Board

KP NOMINEES LTD.
COMPANY SECRETARY 

KP NOMINEES LTD
FRC/2014/00000003803
Company Secretary

LETTER FROM THE PRESIDENT OF THE SOCIETY

It is fulfilling to witness the growing recognition of the Society's objective of promoting good corporate governance and best practices across business sectors and the level of acceptance by the corporate world is truly heartwarming...

Dear Distinguished Fellows & Members,

On behalf of the Board of Directors of the Society for Corporate Governance Nigeria ("The Society"), it is with great pleasure, that I welcome you all to our Thirteenth (13th) Annual General. This regulatory mandated meeting will feature the presentation of the Financial Statements of the Society for the year under review, as well as the Directors' Report by our Auditors, Pricewaterscoopers (PwC).

It has been a great honour to serve in this position, as the President/ Chairman of the Board of the Society for Corporate Governance Nigeria and I am elated to be addressing you all in person. In my third year holding this position, I dare say that the Society has tripled its efforts at promoting good corporate governance in Nigeria. While it is commendable, it is yet the tip of the iceberg in the light of the capacity developed by the Society over the years and the programmes planned for the future.

It is fulfilling to witness the growing recognition of the Society's objective of promoting good corporate governance and best practices across business sectors and the level of acceptance by the corporate world is truly heartwarming.

A cursory look at the Society's activities in the year under review is a reflection of the unwavering commitment of the SCGN towards ensuring international best corporate governance practice in Nigeria. The Society for Corporate Governance Nigeria today plays an important role in entrenching sustainable corporate practices into boardroom culture. This is precisely why the Society is at the forefront of promoting emerging trends such as digitalization, diversity, inclusion, cyber security and ESG, amongst others. The Society clearly understands the need, not only to discuss these issues but to mandate action towards the implementation of best practices around these trends.

According to Donald McGannon "*Leadership is an action, not a position.*" This is why the Society for Corporate Governance Nigeria (SCGN) has assumed a leadership role in fostering good corporate governance practices by organising several programs and training to provide a guide for navigating new challenges in the corporate governance sphere. The Society embraced the task of assisting corporate organisations to tackle new realities affecting corporate governance across the globe.

Some of these programmes included the following:

- a. Breakfast Meeting on Economic and Business Outlook 2022.
- b. Understanding Financial Statements: Finance for Non-Finance Directors.
- c. Improving Effectiveness as a Company Secretary.
- d. Strategic Leadership: Enhancing Directors' Performance.
- e. Corporate Governance roundtable for Startups.

- f. Strategic Thinking For Board Effectiveness.
- g. Corporate Governance Roundtable for Female Aspiring Directors on Boardroom Readiness: Enlightening and Equipping Women.
- h. Corporate Governance and Sustainable Value Creation; Corporate Governance and the Dynamics of Regulatory Compliance.
- i. Breakfast meeting on the Futureproof Board: and Corporate Governance in the Digital Age.

The array of programs only goes to show the commendable efforts of the Society. I must extend my highest commendations and deepest appreciation to the Management and Staff of the SCGN as well as the supporters, sponsors, and participants in these programmes.

The Society has continued to explore international and national collaborations with institutions that aligns with its objective. For the period under review, we collaborated with the Nigerian Exchange (NGX) Academy and the International Corporate Governance Network (ICGN) to hold a Certified Corporate Directors' Programme.

I strongly believe that the Society deserves all the encomium being showered due to the pragmatic steps taken to aid Boards of Directors of different organisations to carry out their duties effectively. To highlight the progress made in this space, the Society conducted 29 Board Evaluation exercises and 3 Board Enhancement Programs/In-plants in the year under review.

In addition, the Society also successfully hosted its Annual Corporate Governance Conference 2022. The theme of the conference was: "*Digital, Diversity, and Inclusion: Evolving Trends in Governance and Board Culture*". The topic focused on trends such as digital transformation and Board diversity, with an essential message of defining diversity beyond gender to cover other important areas of distinction such as age. The discussion at the conference was indeed exhilarating and invoked a consciousness in all participants to remodel corporate governance practices in their organisations. We are grateful for the intellectual contributors at the conference.

We appreciate the keynote speakers: Mr. Femi Lijadu, Chairman, Securities and Exchange Commission (SEC), Mr. Godwin Emefiele, CON, Governor of the Central Bank of Nigeria (CBN) and the Guest Speaker, Dr. Emma Fitzgerald, the Chief Executive Officer of Puma Energy International. We also express our immense gratitude to the moderator and panelists: Mr. Sam Cookey, Founder/CEO, Corporate Governance & QMS; Professor Olayinka David-West, Associate Dean, Lagos Business School; Mrs. Dupe Olusola, Managing Director/CEO, Transcorp Hotels Plc; Ms. Sola David-Borha, Director, Standard Bank Group Subsidiaries, Nigeria & Uganda; and Mr. Escher Luanda, Former

Chairperson of Air Namibia.

I would like to also thank all our sponsors that supported us in hosting the Conference including the Central Bank of Nigeria (CBN), Securities & Exchange Commission, Polaris Bank Limited, Zenith Bank Plc, Kenna Partners, Transcorp Hotels, JNC International and Stanbic IBTC.

It is important to mention that the Society's Research and Publication Department undertook and developed innovative research and publications during the year with a marginal progression, having successfully produced two (2) insightful publications - "Board Committees: Directors' Guide to Effectiveness" with a foreword by Egbert Imomoh, KSM, KSG, CON, the Board Chairman of One Financial Services Limited; and the book titled "Corporate Governance & Sustainability Reporting: A Review of the Top 30 Most Capitalized Companies on the Nigerian Exchange 2022" with a foreword by Ambassador, Shuaibu Adamu Ahmed, the Executive Secretary and Chief Executive Officer of the Financial Reporting Council of Nigeria (FRCN). The Society also published 2 editions of the Journal of Corporate Governance as well as various online articles and newsletters.

The Society's membership community/ network has also experienced more visibility and expansion through different engagement initiatives. One of which was the members' session held on August 30, 2022, with the theme: "*The 360° of Corporate Governance: A Wholistic Approach to Risk Management*".

In addition, the Society will today induct 37 individuals and one corporate organisation as members. I wholeheartedly welcome them onboard. This coincides with the award of the title of 'Fellow' to eight distinguished individuals. We will continue to increase the Society's visibility by creating more awareness of its existence and initiatives.

I'll be remiss in my duty if I fail to mention that our society re-launched its brand identity in the year. We saw the urgency to rebrand and reposition the society after 15 years in a bid to align with new trends and expectations in the emerging digital economy. Through the brand relaunch, we reaffirmed the Society's position as a Thought Leader within the local and global corporate governance space in this digital era.

Expectedly, the brand maintains the core values of the Society (Leadership, Integrity, Professionalism, Accountability, and Transparency) and in fact ensures the values remain intact. On this new path in our journey, we will continue to actively promote advocacy, telling our organisation's and members' stories through branding.

In March, the Society successfully held its maiden International Women's Day Roundtable Meeting themed "*Boardroom Readiness: Enlightening and Equipping Women*." Held in commemoration of International Women's Day, the hybrid (virtual and physical) event recorded an impressive turnout of women from different walks of life.

In addition to honouring women, it was an opportunity to increase awareness of gender issues and proffer solutions that will spur the Nigerian business community to action. It is another confirmation of the Society's commitment to narrowing the global and local gender gap. The SCGN continue to advocate for inclusion and diversity in Nigeria through a collaborative approach to accelerate change

within the general society and among our members, partners, and other stakeholders.

Equally, we successfully hosted the "Roundtable on Corporate Governance in Startups."

Through the roundtable, we sought to jumpstart conversation around the state of corporate governance in start-ups, and elicit support for start-up founders and their management teams to better understand the role corporate governance plays in business sustainability and prosperity. Through the forum, I believe that we have laid the foundation for future discussions around how start-ups can incorporate the right corporate governance structures in their establishments.

The Society has equally taken necessary steps to address the recommendations made by Members at last year's Meeting. As Directors, we will ensure that the Society remains at the forefront of good corporate governance. Whilst we achieve this, be assured of the Board's commitment to its continuous improvement, by constantly evaluating its governance practices on an ongoing basis for increased stakeholder value. In addition, the Directors will continue to work to increase the impact of the Society in the development of good corporate governance in Nigeria and create more opportunities for positive collaborations with international organisations that pursue similar objectives.

I would like to state that the Board has been fortunate to enjoy the support of our Esteemed Fellows and Members of the Society during this period, and we believe that, with your continued cooperation, the Society will attain greater heights in the nearest future. We are indeed effective when we work together.

Let me assure you again that your society is unrelenting in its quest to continue, through strategic engagement, to push the frontier of corporate governance, ensure increasing compliance among public and private sector organisations and influence our nation's trajectory positively. Colleagues, your unflinching support, tireless encouragement and endless faith have instilled in us the confidence required to pursue excellence in our journey forward.

Finally, I would like to extend my appreciation to PwC for undertaking the Society's Audit pro bono. We are grateful to the management and officials of this institution as this approach and service highlight their commitment to good corporate governance practices. I also wish to acknowledge my colleagues on the Board, the Management and Staff for their unwavering support, dedication, and commitment to moving the Society forward. Once again, I welcome you to this year's Annual General Meeting and thank you for taking out time to be present.



Mr. Muhammad K. Ahmad, OON

President & Chairman, Board of Directors
Society for Corporate Governance Nigeria

FROM THE MANAGEMENT DESK

We have seen a lot of refocusing in the boardroom and board discussions and the Society for Corporate Governance has been at the forefront of many of these changes, creating platforms for discussion of these issues as it affects board and the oversight functions that they play in different companies.

It is with great delight that I write on behalf of the Management of the Society for Corporate Governance Nigeria (SCGN).

I welcome you to the 13th Annual General Meeting of the Society. I am so pleased and grateful to the Almighty that after two years, we are holding the meeting physically. In keeping with the times, some members are expected to join virtually.

It has indeed been a year full of activities both globally and nationally. The world is experiencing different challenges, which in turn is affecting the business and corporate environment. We have seen a lot of refocusing in the boardroom and board discussions and the Society for Corporate Governance has been at the forefront of many of these changes, creating platforms for discussion of these issues as it affects board and the oversight functions that they play in different companies. We have also created initiatives that speak to some of these burning issues, like diversity, inclusion, ESG, and futurist thinking, amongst others.

I will highlight these and a lot more of the Society's activities and impacts within the past months as well as upcoming plans.

The Society has continued to showcase its commitment to promoting corporate governance practices and business ethics across various sectors of the economy, using tools like research, training, advocacy, publications, advisory etc. With this focus at the core of its business, we developed and have begun the implementation of a 3-year strategy plan to align the direction and impact touchpoint over the next three years.

At the core of the blueprint is digital transformation and digital as an enabler to achieve the strategic pillars.

The Society, therefore, undertook a total rebrand of its outlook through an integrated marketing communication strategy. Following an audit of our digital footprint, the board thought it wise to rebrand and launch a new look for the Society, digital assets, and its communication collaterals

The objective of the rebrand is to improve the society's digital footprint; reposition SCGN as a leading advocate for corporate governance in the Digital Age and improve brand awareness

In line with its mandate, SCGN sees Corporate Governance as the key driver of superior corporate performance and enhanced value creation.

As part of its commitment to the development of corporate governance and best practices in promoting the value of efficient boards and board committees, SCGN embarked

on the following initiatives, which served as platforms for discussing pertinent issues on corporate governance focused on advocacy, leadership and executive education around the newest boardroom trends and corporate governance as a tool for socio-economic development and they include -

BOARD LEADERSHIP INTERVIEW SERIES

As part of the board's initiative, under its Board Leadership Interview Series, the Society spoke with the following-

- Chairman, Investment One - Mr. Egbert Momoh, MNI
- Elder Felix Ohiwerei' s Board Chairman, ARM Holdco
- Managing Director of Allianz Nigeria, Mrs. Adeolu Adewumi-Zer.
- Board Chairman, Unity Bank Plc, Aminu Babangida,

The series is an initiative of the society that creates a platform for boardroom experts to share their board and governance experience. Thereby creating corporate governance content and resources for members of the society and corporate governance community

The Society equally successfully hosted its Annual Corporate Governance Conference. The hybrid conference was held on Tuesday, October 18, 2022, at the Oriental Hotels, The conference themed, **"Digital, Equity, Diversity and Inclusion: Evolving Trends in Governance and Board Culture"**.

The conference had Mr. Godwin Emefiele, CON, Governor, Central Bank of Nigeria and Mr. Femi Lijadu Board Chairman, Securities & Exchange Commission as Keynote Speakers, and Dr Emma Fitzgerald as Guest Speaker. The distinguished panelists, which included diverse and eminent professionals across the continent, Board Chairman, Stanbic Bank; Mrs. Sola David-Borha; CEO, Transcorp Hotels, Mrs. Dupe Olushola; Former, Chairman, Namibia Air, Mr. Escher Luanda and the Associate Dean, Professor Yinka David-West shared from their wealth of knowledge and experience. Mr. Sam Cooney, Founder & CEO, CG & QMS. And a member of the Society moderated the session.

The sessions were very insightful and engaging as attendees asked questions and made thought-provoking comments on the matters discussed. The conference was sponsored by Zenith Bank Plc, Polaris Bank Plc, Securities & Exchange Commission, JNC International, MTN, Stanbic IBTC and Kenna Partners with FutureSoft and Nairametric as media partners.

RESEARCH & PUBLICATIONS

The Society has positioned itself as a thought leader in corporate governance. In addition to her existing

publications, produced two (2) publications this year. The following publications were presented by the Society for Corporate Governance Nigeria to the public

- **Corporate Governance and Sustainability Reporting in Nigeria: A Review of Thirty Most Capitalised Companies on The Nigerian Exchange 2022**

The 9th edition of the book “Corporate Governance and Sustainable Reporting in Nigeria” emphasizes and examines the corporate governance and sustainability reporting structure of the top thirty most capitalized companies on the Nigerian exchange, in adherence to the rules that apply to the structures. This year's edition also analyzed the female representation on the boards of these companies.

The foreword of the book was written by the Executive Secretary and Chief Executive Officer of the Financial Reporting Council of Nigeria (FRCN), Ambassador Shuaibu Adamu Ahmed. The book is divided into four parts (Part A-D). Part A is a featured article from the NGX Regulations on Corporate Disclosure and Investors' Protection. Part B assessed the corporate governance and sustainability reporting structure of the top thirty most capitalized companies on the Nigerian Exchange and concludes with observations and recommendations to improve corporate governance and sustainability reporting in these companies. Part C explores the female representation on the board of the thirty companies and a sectorial analysis of the companies, whilst Part D concludes with a pictorial analysis of the thirty capitalized companies' compliance with sustainability reporting in consonance with the provision of the Nigerian Code of Corporate Governance 2018 and 2018 Sustainability Disclosure Guidelines by the Nigerian Exchange.

- **Board Committees: Directors Guide for Effectiveness**

“Board Committees: Directors Guide for Effectiveness” is a five chaptered book that highlights the importance of board committees; their duties, composition, structure, and powers. The book with the foreword by the Board Chairman of One Financial Services, Egbert Imomoh, KSM, KSG, CON, introduces the notion of board committees and the effectiveness of directors and the board as a group. It is a guide to making boards in companies of different spheres of operation, understanding their responsibilities, and carrying them out efficiently, with more focus on the boards' leadership and effectiveness. Chapter one of the book deliberates on the composition, qualification, and structure, and as well examines the ethics and regulations guiding the general conduct and operations of board committees. Chapter two discusses the role of the Nigerian code of corporate governance (NCCG) 2018 in ensuring the effectiveness of board committees in comparison with peculiar codes in other jurisdictions. Chapter three highlights the role of the board of directors in guaranteeing the optimal functioning and effectiveness of board committees whilst examining the dangers posed by a conflict of interests to this effectiveness. The fourth chapter discusses the role of board committees in ensuring organisational sustainability. And the fifth chapter then proposes solutions for advancing Board committees.

- **Journal Of Corporate Governance –**

The 24th edition of the Journal of Corporate Governance

“The objective of the rebrand is to improve the society's digital footprint; reposition SCGN as a leading advocate for corporate governance in the Digital Age and improve brand awareness”

was published during the year. We acknowledge and appreciate the writers who contributed the well-researched papers

- Impact of Corporate Governance on Environmental Sustainability by **Similoluwa Daramola**
- Reporting of Nigerian Codes of Corporate Governance (NCCG) 2018- by **Dr Nelson Anumaka**
- Institutionalism and Corporate Best Practices: The Case of Corporate Fraud in Nigerian Deposit Bank by **Adiak Williams**
- Corporate Governance Best Practices in Nigeria: A Comparative Analysis of NCCG 2018 and CAMA 2020 by **Vera Ekundayo**
- Monitoring cost and the quality of financial reporting of listed deposit money banks in Nigeria by **Audu Solomon Ibrahim Adeyemi Adenike Oluwatobi**

Copies of the journal were distributed to contributors, regulators, and law and management department libraries of some universities.

Members of the society should please contact the secretariate for a copy.

- **Corporate Governance Resources**

The Society's positioning as a thought leader in corporate governance and related space was enhanced through our improved online resources and blog posts on the subject matter. Here are links to some of the more popular blog posts developed in the year: **“The New Finance Act and The Place of Directors in Ensuring Corporate Compliance”** - The Society published an online article titled **“The New Finance Act and the Place of Directors in ensuring corporate compliance”**. the article was published in March 2022. <https://corpgovnigeria.org/the-new-finance-act-and-the-place-of-directors-in-ensuring-corporate-compliance/>

The Influence of Shareholder Activism on Corporate Decisions

[The Influence of Shareholder Activism on Corporate Decisions - SCGN \(corpgovnigeria.org\)](#)

FUTUREPROOF BOARDS: CORPORATE GOVERNANCE IN THE DIGITAL ERA

[FUTUREPROOF BOARDS: CORPORATE GOVERNANCE IN THE DIGITAL ERA - SCGN \(corpgovnigeria.org\)](#)

My Corporate Governance Dream for Africa

[My Corporate Governance Dream for Africa - SCGN \(corpgovnigeria.org\)](#)

Crisis Management: The Roles of Independent Directors

[Crisis Management: The Roles of Independent Directors - SCGN \(corpgovnigeria.org\)](#)

Top 5 Emerging Board and Governance Considerations

[Top 5 Emerging Board and Governance Considerations - SCGN \(corpgovnigeria.org\)](#)

These articles were published on our official website

- **Advisory**

The Society also successfully conducted board evaluation exercises for 29 organizations along with two (2) Board Enhancement Programme. We are happy to state that these exercises have assisted Boards to become more efficient in complying with regulatory requirements. We also conducted the Corporate Governance Audit exercise which assists companies to run a comprehensive review of their governance process, framework, and approach for compliance with the FRCN, Code of Corporate Governance Code and other international codes and guidelines.

During the year, the Society successfully hosted Open training programmes, member sessions and breakfast meetings. Details of these programmes are below:

PROGRAMMES

- **Breakfast Meeting on Economic Outlook – January 26, 2022**

This virtual meeting helped participants gain insights into the economy for the new year 2022, enabling them to make informed decisions for their organisations/businesses.

The meeting had Dr. Ayo Teriba, CEO, Economic Associates as a guest speaker, we had 150 registration and 85 participants in attendance. Feedback showed that the session was very practical and insightful. Participants also rated the speaker excellent in his presentation and suggested that we have multiple speakers in subsequent sessions. Some participants also suggested that this session holds hold bi-annually rather than annually.

- **Strategic Thinking for Board Effectiveness – February 24, 2022**

The training addressed the areas below with Dr. Oladimeji Alo, CEO, Excel Professional Services and Dr Nkemdilim Iheanachor, Member, Strategy Group, Lagos Business School as facilitators

- The training held on Maximizing Board Assessment and Appraisal for Effectiveness
- Information flow & effective communication between Board and Management
- Developing Structures for value creation & sustained growth
- Aligning Strategy with Organizational Culture

Both facilitators were rated excellent for their presentations.

- **Boardroom Readiness: Enlightening and Equipping Women – March 10, 2022**

The Society for Corporate Governance Nigeria hosted its maiden International Women's Day event. This was a hybrid event that had distinguished persons in the corporate governance space as speakers and anchors. They were as follows.

The Society has continued to showcase its commitment to promoting corporate governance practices and business ethics across various sectors of the economy

Keynote Speaker: Dr. Ajoritsedere Awosika, MFR, mni, Chairman Access Bank Plc. **Special Guest:** Sir Egbert Imomoh, Chairman, Investment One Financial Service Limited

Panelists: Mrs. Nkemdilim Uwaje Begho, CEO, Future Software Resources Limited; Mrs. Abimbola Wright, Executive Director Wright & Co. Limited; Mrs. Audrey Joe-Ezigbo, Co-Founder, Falcon Corporation Limited; Mrs. Bola Tinubu, Board Chairperson, The Boardroom Africa; Mrs, Zelda Akindele, Partner TEMPLARS.

Anchor: Mrs. Ese Nkadi, Head- Governance, Stanbic IBTC Holdings, and member of the Society

Feedback from Participants

- The roundtable was relevant to their needs
- The roundtable met their expectations in terms of organisation
- Timeliness at the roundtable was good
- It should be hosted annually

- **Finance for Non-Finance Professionals – March 24, 2022**

This training was designed to assist participants to understand the basics of accounting and financial concepts.

The training had Mr. Olugbenga Adepetu, Associate Director at PwC Nigeria and Professor Sunday Owolabi, Professor of Accounting, Babcock University as facilitators. Participants gave feedback on the training being practical, insightful, and very useful.

- **Corporate Governance and Sustainable Value Creation-Wednesday, April 20, 2022**

The Society for Corporate Governance Nigeria in collaboration with the Nigeria Exchange (NGX) and the International Corporate Governance Network (ICGN) held the first module for its Certified Corporate Directors' Programme. The training had Ms. Rukaiya El-Rufai, Partner on Climate & Sustainability, PwC Nigeria (SCGN representative), Dr. Nosike Agokei, Corporate Governance Expert/ Legal Investment Adviser, Cowrie Partners (NGX representative) and Ms. Carol Nolan Drake, J.D, Global Governance & Stewardship Manager, International Corporate Governance Network (ICGN) as facilitators.

The following areas were addressed at the training.

- Analyzing and Valuing sustainability
- Governance of sustainability
- Board Committees and Roles of members being an Effective Member of a Committee
- Priorities: Climate change, social inequality, technological Development
- Stakeholder identification and engagement
- Reporting on financial, human, and natural capital

From the feedback received, all facilitators were rated excellent on knowledge of topics, sufficiently answered questions from participants and delivered satisfactory presentations

• **Corporate Governance and The Dynamics of Regulatory Compliance – Thursday, May 26, 2022**

The Society for Corporate Governance in collaboration with the Financial Reporting Council (FRCN) organised an open virtual training with the theme for compliance officers, company secretaries and legal officers across sectors. The training had three (3) sessions that were handled by distinguished facilitators as follows; Olubukola Olonade-Agaga, Managing Associate, Udo Udoma & Bello-Osagie; Martins Ogbodo, Chief Executive, BodAdmin and Titus E. Osawe, Director, Directorate of Corporate Governance, Financial Reporting Council of Nigeria (FRCN).

The areas discussed at the training are as follows.

- The Role of the Company Secretary in Regulatory Compliance
- Ethics and corporate Culture Best Practices
- Leveraging Technology for Compliance
- Contemporary Corporate Governance Codes and Evolving Frameworks
- Corporate Governance Framework: Design, Implementation and Monitoring.

75% of the participants found the training relevant, and 100% found the training session/deliverables easy to apply and practical.

All facilitators were rated 'very good' in their presentations. Participants said the training coordination and timeliness met their expectations.

• **Making Corporate Boards More Effective- July 14, 2022**

This training was designed for directors to learn how to assess board performance, lead quality discussions, and drive strategic planning. This, in the long run will strengthen governance and create a high-performing board.

The sessions were facilitated by Dr. Nkemdilim Iheanachor, Faculty, Lagos Business School and Mr. Sam Cooney, Founder & CEO, CG & QMS.

Below are the areas addressed:

- The Role of The Board in Strategic Development & Driving Implementation
- Board Performance Assessment
- Modelling Ethical Leadership to The Board
- Succession Planning: The Role of the Board

100% of the participants found the training relevant, and 100% found the training easy to apply and practical.

90% and 10% of the participants rated the facilitators excellent and very good respectively in their presentation, communication, and interaction.

All participants said the training coordination met their expectations while the timeliness and communication were outstanding (exceeded their expectations).

• **The Futureproof Board: Corporate Governance in The Digital Age – Thursday, June 16, 2022**

The Society hosted a Breakfast meeting and Brand re-launch in June 2022. The discussions at the hybrid event

In line with its mandate, SCGN sees Corporate Governance as the key driver of superior corporate performance and enhanced value creation.

focused on board recruitments, digital strategies, digital tools for directors, data management and the evaluation & mitigation of cyber security risks and had the following speakers - Sir Egbert Imomoh, Chairman, Investment One Financial Service Limited; Folusho Gbadamosi, ED, Junior Achievement Nigeria; Mr. Adeleke Alex-Adedipe, Managing Partner, Duale, Ovia, and Alex-Adedipe Mrs. Nkemdilim Uwaje Begho, CEO, Future Software Resources Limited. Mrs. Chioma Mordi, Chief Executive Officer. The event which was also a platform used to relaunch the society Brand had 70 in-person participants and 100 online participants.

• **MEMBERSHIP**

A key focus of management was membership expansion and engagement. The society has continued to seek and explore different channels and platforms to engage its members. Members played major roles in the IWD programme hosted by the society. Mrs Abimbola Wright was a panelist and Mrs Ese Nkadi moderated the panel discussion. Also, the first members' session was facilitated by a member – Mr Sam Cooney Jnr, who also moderated the Annual Corporate Governance Conference.

We inducted 28 members (25 individuals and 3 corporates respectively) and today, we will be inducting 35 individuals and 1 corporate organization as members of our Society.

We also hosted members' sessions to enhance engagement with existing members and the following topics were treated **'The 360 of Corporate Governance Series' which border are on the following areas of corporate governance;**

- A Holistic Approach to Risk Management
- Board Effectiveness & Appraisal
- Advocacy for Regulatory Compliance

SCGN IN THE NEWS

<https://businessday.ng/news/article/iwd2022-ngo-holds-roundtable-discussions-to-empower-women-for-leadership-roles/>

<https://www.vanguardngr.com/2022/03/scgn-holds-international-womens-day-roundtable-meeting/>

<https://www.thisdaylive.com/index.php/2022/03/20/scgn-enlightening-and-equipping-women/>

<https://guardian.ng/business-services/how-digitisation-diversity-corporate-governance-affect-economic-growth/>

<https://thenationonlineng.net/society-unveils-trends-in-governance/>

<https://www.vanguardngr.com/2022/10/corporate-governance-set-to-hold-2022-annual-conference/>

<https://guardian.ng/business-services/emefiele-sec-boss-for-2022-corporate-governance-conference-2/>

[Corporate Governance set to hold 2022 annual conference - Vanguard News \(vanguardngr.com\)](#)

<https://nairametrics.com/2022/10/27/japa-what-organizations-can-do-to-retain-skilled-professionals/>

COURTESY VISIT TO THE FINANCIAL REPORTING COUNCIL OF NIGERIA

The Society's directors led by the board chairman paid a courtesy visit to the Financial Reporting Council of Nigeria on the 15th of June 2022. The purpose of the visit was to discuss the possible collaboration of FRCN with SCGN in granting the biennial awards to individual and corporate institutions that have upheld the principles of good corporate governance and fostered the growth of good corporate governance practice in Nigeria.

The Executive Secretary and Chief Executive officer of FRCN, **Ambassador Shuaibu Adamu Ahmed** was pleased to receive the Society and applauded the work that the Society was doing as well as the initiative to award individuals and corporates who have upheld the principles of good corporate governance and fostered the growth of good corporate governance practices in Nigeria. Following his approval of the collaboration, Management is in touch with the council, through the office of the director, corporate governance directorate on the modalities of the awards. The directors present were, Mr. Mohammad Ahmad OON, Mr. Tijjani Borodo, Mrs. Nkem Begho, Mr. Tunji Oyebanji and Chioma Mordi.

CAPACITY BUILDING

The Society for Corporate Governance organised an internal virtual training on Personal Effectiveness on Professionalism, Emotional Intelligence, Planning and Time Management for all staff.

The training had three (3) sessions that were handled by the following facilitators:

ü Ibhade Akepe, Chief Consultant, ISG Management Company.

ü Joy Lawal, Head Strategy and Practice Development, Kenna Partners and

ü Megha Joshi, Executive Director/Consultant, OMJ Strategies Limited.

The training is a professional development initiative of the society to upskill its manpower. In the end, a feedback form was distributed, and all staff found the training relevant and met their expectation

PARTNERSHIP

The society enjoyed a collaborative and strategic partnership with the following institutions to promote corporate governance practice both locally and globally- The International Corporate Governance Network, the Nigerian Exchange Group, and PricewaterhouseCoopers (PwC). The Nigerian Exchange Group, AFOS Foundation and the Financial Reporting Council of Nigeria.

We appreciate these institutions for their support and partnership.

I am therefore convinced that SCGN will continue to create long-term and sustainable value for the society and shareholders alike.

For the period under review, we engaged and interacted with over 1000 directors and CSuite executive through our various initiatives and offerings especially in the private sector.

As we look ahead and into the future, we hope to create this level of impact in the public sector as well as sectors that are not highly regulated

I would like to close by genuinely appreciating our honourable Board Members for their support and assistance, our distinguished Fellows, our valued Members, and our fantastic staff for the superb work done throughout the year.

Your drive is phenomenal and your commitment to fulfilling our obligations is exceptional. I know that when we meet at the AGM next year, we will be looking back at yet another important year for the Society.

Thank you!



Mrs Chioma Mordi

*Managing Director/CEO
Society for Corporate Governance Nigeria*

RESEARCH AND PUBLICATIONS

Over the last decade, the Society for Corporate Governance Nigeria, committed to the vision of promoting high corporate governance standards, and rebuilding investor trust in the Nigerian economy, has remained dedicated to in-depth research on practical issues of corporate governance.

The resulting publications from the Society's research projects are specifically written for practitioners, as well as for education and training purposes; providing a comprehensive up-to-date reference for implementation and sustainability of high corporate governance standards.

The resources are intended to sensitise and equip Board directors, Chairmen, Company Secretaries, etc. of public and private organisation, Operation Managers/Process Managers, Middle Managers, Ethics and Compliance Officers, non-governmental organisations, etc. with an up-to-date template for formulation, implementation and enforcement of corporate governance standards in Nigeria. The resources are reflected in the list below:



BI-ANNUAL 'JOURNAL OF CORPORATE GOVERNANCE'SM

is a peer-reviewed journal which has an editorial committee comprising of prolific and seasoned professionals, such as Dr. Oladimeji Alo, Professor Fabian Ajogwu SAN, Professor Joseph Nnanna among others.

Over the past decade, the journal of corporate governance has enticed a diverse and premium crop of

contributors from university lecturers, professors, senior advocates of Nigeria, legal practitioners, company secretaries, compliance professionals and others from professional disciplines both within and outside the country.

In addition, the journal contains well researched and topical issues on corporate governance, some of which includes, understanding the challenges to good corporate governance in Nigeria, corporate governance in private universities in Nigeria, balancing and strengthening investor protection through corporate governance, the governance of information technology in Nigeria, running effective boards in small and medium scale enterprises, imperatives for a shift to sustainable governance by Nigerian companies, revisiting professor Adolf Bernie's theory of shareholder protectionism and its relevance under compulsory Nigerian corporate governance codes.

Complimentary copies of the journal are distributed to all Nigerian Universities' libraries. (Editions 3- 24 Available)

regulatory compliance in improving corporate governance best practices. It provides practical steps on minimising regulatory hurdles and building effective relationships with regulators. It also addresses internal compliance mechanisms to enable organisations achieve effective compliance with relevant laws, regulations and codes. In addition, the book proffers insights from the point of view of regulators and the regulated, thus providing a balanced view that promotes the concept of 'smarter regulation.' Furthermore, the book contains an extensive literature on the evolution of corporate governance, trends of regulatory compliance, the CAMA 2020 and electronic copies are available on Okadabooks, Kobowriting life and Amazon stores.



COMPANY SECRETARY'S GUIDE ON CORPORATE GOVERNANCE (2ND EDITION) (ISBN 978-978-974-998-0)

This book with a foreword by Mr. Abubakar B. Mahmoud, SAN, former president of the Nigerian Bar Association, outlines essential roles, duties, and guiding principles to execute the modern company secretary's functions in the

governance framework. The idea behind the book stemmed from the evolved role of the company secretary as the chief governance officer and practical situations and issues that company secretary; compliance officers, legal advisors, and general counsel are involved in the system of corporate governance. It contains the practical issues plaguing the company secretary of the 21st century, either as corporate governance professional or fulfilling his statutory duties. It also offers a practical approach in contending with such issues, in a manner that fosters governance and a governance culture in their organizations. The electronic copy is available on Okadabooks, Kobowriting life and Amazon stores.



CORPORATE GOVERNANCE AND REGULATORY COMPLIANCE: THE REGULATOR, REGULATIONS AND THE REGULATED (ISBN: 978-978-985-851-4)

The book was presented at the 2020 annual corporate governance conference and carries a foreword by Mrs. Ozofo Ogiemudia, Chairperson of the technical advisory committee on the CAMA Bill. The book is

pertinent to our current climate, given the heightened rate of regulations and the resultant effect to the internal corporate governance of businesses. The book employs a retrospective and advanced analysis concerning topics and practice of regulatory compliance which will amplify the practice of regulatory compliance by firms and enhance the role of



CORPORATE GOVERNANCE AND SUSTAINABILITY REPORTING IN NIGERIA: A REVIEW OF THIRTY MOST CAPITALISED COMPANIES ON NIGERIAN STOCK EXCHANGE 2020 (ISBN: 978-978-985-850-7)

– The book with a foreword by Mr. Muhammad Ahmad, OON chairman FRCN, NCCG technical committee and president of the Society for Corporate Governance Nigeria,

illuminates the corporate governance structure, data, and sustainability reports of the thirty most capitalised companies on the Exchange. Based upon this extraction, the book analyses compliance of the featured companies' corporate governance and sustainability reporting against the provisions of the Nigerian Code of Corporate Governance 2018, and the Nigerian Stock Exchange Sustainability Guidelines 2018. It also contains a sectoral analysis of the thirty companies, a featured article on sustainability by practitioners at Deloitte & Touche, and electronic copies are also available on Okadabooks, Kobowriting life and Amazon stores.



UNDERSTANDING FINANCIAL STATEMENTS & REPORTS: A GUIDE FOR DIRECTORS (ISBN: 978-962-099-9)

The book with a foreword by Mr. Kunle Elebute, Senior Partner, KPMG Nigeria & Chairman KPMG Africa provides a resource material for non-finance directors in the areas of financial reporting and accounts. It

gives an insight into the principles and regulations that guide financial reporting, evolving accounting conventions and relevance of accounting statements. It also examines the role of Directors in financial and national disclosures and demystifies the intricacies of corporate financial statements to the non-financial directors. Furthermore, it analyses several financial reporting concepts and tools that will help readers acquire knowledge on key elements of financial statements like assets, liabilities, equity, income, and expenses interplay in understanding the dynamics of financial statements and gaining better insight into what each of the indicators means to a business. Kindly visit the Okadabooks, Kobowriting life and Amazon stores, to obtain an electronic copy of the book.



BOARD COMMITTEES: DIRECTORS GUIDE FOR EFFECTIVENESS (ISBN 978-978-792-769-4)

“Board Committees: Directors Guide for Effectiveness” is a five chaptered book that highlights the importance of board committees; their duties, composition, structure, and powers.

The book with the foreword by the Board Chairman of One Financial Services, Egbert Imomoh, KSM, KSG, CON, introduces the notion of board committees and the effectiveness of directors and the board as a group. It is a guide to making boards in companies of different spheres of operation, understand their responsibilities,

and carry them out efficiently, with more focus on the boards' leadership and effectiveness.

The chapter one of the book deliberates on the composition, qualification, and structure, and as well examines the ethics and regulations guiding the general conduct and operations of board committees. The chapter two discusses the role of the Nigerian code of corporate governance (NCCG) 2018 in ensuring the effectiveness of board committees in comparison with peculiar codes in other jurisdictions. Chapter three highlights the role of the board of directors in guaranteeing the optimal functioning and effectiveness of board committees whilst examining the dangers posed by conflict of interests to this effectiveness. The fourth chapter discusses the role of board committees in ensuring organizational sustainability. And the fifth chapter then proposes solutions for advancing Board committees.



CORPORATE GOVERNANCE AND SUSTAINABILITY REPORTING IN NIGERIA 2022 (ISBN 978-978-792-766-3)

The 9th edition of the book “Corporate Governance and Sustainable Reporting in Nigeria” emphasizes and examines the corporate governance and sustainability reporting structure of

the top thirty most capitalized companies on the Nigerian exchange, in adherence to the rules that applies to the structures. This year's edition also analyzed the female representation on boards of these companies.

The foreword of the book was written by the Executive Secretary and Chief Executive Officer of the Financial Reporting Council of Nigeria (FRCN), Ambassador Shuaibu Adamu Ahmed.

The book is divided into four parts (Parts A-D). In Part A is a featured article from the NGX Regulations on Corporate Disclosure and Investors' Protection Part B assessed the corporate governance and sustainability reporting structure of the top thirty most capitalized companies on the Nigerian Exchange and concludes with observations and recommendations to improve corporate governance and sustainability reporting in these companies.

Part C explores the female representation on the board of the thirty companies and sectorial analysis of the companies, whilst

Part D concludes with a pictorial analysis of the thirty capitalized companies' compliance on sustainability reporting in consonance with the provision of the Nigerian Code of Corporate Governance 2018 and 2018 Sustainability Disclosure Guidelines by the Nigerian Exchange.

To order, please contact Abdullahi on 0703-263-8526 or email info@corpgovnigeria.org



DIRECTORS' HANDBOOK ON CORPORATE GOVERNANCE (ISBN: 978-978-942-780-2 AND 978-978-976-600-0) (1ST AND 2ND EDITIONS)

The 257-page first edition is filled with salient issues which directors should gain a good understanding of, to efficiently discharge their duties. It also gives a panorama of how best to address the full spectrum of

key governance and disclosure issues. It carries a foreword by Dr. Christopher Kolade, CON, Pro-Chancellor, Pan-Atlantic University. The second edition adds identifiable value to the director's understanding of the essence of corporate governance as it acts a comprehensive manual on every aspect of a board, spanning from the individual director, the board chairman, the company secretary and various board committees. The book with a foreword by Atedo N.A. Peterside, CON, former chairman of Stanbic IBTC Bank Plc and Chairman of Cadbury Nigeria Plc, contains ample annotations on the 2018 Nigerian Code of Corporate Governance and a detailed comparison between the national code 2018 and other sector codes of corporate governance. Together, they act as a ready consult for quick guidance on salient issues that affect the practice of corporate governance in and outside the boardroom. The electronic copy for the second edition is available on Okadabooks, Kobowriting life and Amazon stores.



SURVEY ON CORPORATE GOVERNANCE IN THE NIGERIA AGRICULTURAL SECTOR

The report with a foreword by Ms. Abisola Olusanya, Lagos State Commissioner of Agriculture is an output of a baseline survey on corporate governance and board structure in Nigeria Agricultural sector, carried out by the Society in partnership with the AFOS

Foundation and with the support of the Financial Reporting Council of Nigeria (FRCN). The report provides robust recommendations for Agric business owners and affiliates, policy makers and other business owners and is available on various platforms.

To order any of these title, please contact the Society

Society for Corporate Governance Nigeria

5B, Lawani Oduloye Street,
Oniru Estate, Victoria Island, Lagos.

Tel: +234 (0)703 157 2499

info@corpgovnigeria.org

www.corpgovnigeria.org



Leading an Effective Board: The Chairman's Guide (ISBN 978-978-962-098-2)

This seven-chapter publication contains a foreword by Mr. Pascal G. Dozie, CON, former president, Society for Corporate Governance Nigeria, gives an x-ray of the dynamic roles, responsibilities, and functions of the 21st Century Chairman in light of the ever-

changing Nigerian Business Environment. It examines the various dynamics and bottlenecks in the board's governance cycle, with an intent to guide both board chairman and board of directors. The boo further examines various flexibilities of the board chairman's role and how it could spring up some corporate dilemma in making the right choice. This seven-chapter book, with useful appendices offers a simple but clear insight with substantive theories and standard corporate governance practices on leading an effective board. The electronic copy of the book is also available on the Okadabooks, Kobowriting life and Amazon stores

MAKE A POSITIVE IMPACT! **JOIN THE NETWORK!!**

PROMOTE GOOD CORPORATE GOVERNANCE!!! **JOIN US TODAY!!!!**

Membership of the Society is guided by the constitution of the Society and is open to:

Individuals who occupy managerial positions in their organizations.
All Corporate organizations (private, public, and registered firms.)



BENEFITS OF MEMBERSHIP

- Free copies of the Bi-annually published Journal of Corporate Governance, Nigeria which is a peer reviewed publication that deals with all aspects of Governance, Management and evolving trends/extant laws affecting Corporate Governance.
- A 15% discount on fee paying training programmes organized by the Society.
- An opportunity to have dinner with the President of the Society and network with other members of the Society annually.
- Highly discounted in-house programmes for the board of member-organizations.
- Free and unlimited access to the Christopher Kolade Corporate Governance Library.
- Free and Unlimited access to resource materials for research purposes.
- Free subscription to our quarterly published Newsletter and weekly published Corp Gov News.
- Periodic updates on the changes in the Corporate Governance and Business Regulatory Environment.
- Access to advice, business information, Corporate Governance update and platforms for networking for personal and organizational development.

PROGRAMMES

Breakfast Meeting
2022 ECONOMIC OUTLOOK

Date: 28th January, 2022 | Time: 10:00 am
 Platform: Zoom
 Registration Link: <https://forms.gle/pF5y15h0pdy0WCS>

Speaker: Dr Ayo Teriba

STRATEGIC THINKING FOR BOARD EFFECTIVENESS

THURSDAY, FEBRUARY 10, 2022

Virtual Training
 10 AM

Course Fee: **N75,000**

For more information, contact Ngozi
 E: nejim@corp.govnigeria.org
 T: 07069580999

ACCOUNT DETAILS
 First Bank of Nigeria
 Society for Corporate Governance Nigeria
 Account Number: 2020369741

Making Corporate Boards More Effective

WHO TO ATTEND:
 Board Chairpersons, Executive and Non-Executive Directors, Aspiring Directors.

Discount Categories
 Board Chairpersons, Executive and Non-Executive Directors, Aspiring Directors

TRAINING FEE: N75,000

Register Here: bit.ly/corp_gov_dir

SUSTAINABLE VALUE CREATION AND BOARD COMMITTEES

Discover how to boost your contribution and remain competitive as a board member and truly drive business value.

FACILITATORS
 Bukayo Olu Rufai, Partner, Sustainability & Climate Change, PwC
 Dr. Nosen Agboke, Director (Governance Issues), Legal Treatment Advisor, CourtsPartners
 Carol Helen Drake, J.D., CEO & Founder, Global Consulting, LLC

COURSE FEE
 N200,000.00 | \$354 /PER MODULE
 N700,000.00 | \$1,240 /6 MODULES

COURSE FEE DISCOUNT
 N180,000.00 | \$319 /PER MODULE
 N680,000.00 | \$1,205 /6 MODULES

*Discount applies to listed companies and members of SCGN

Register Here: bit.ly/corp_gov_dir

ENQUIRES
 Ngozi: nejim@corp.govnigeria.org | +234 706 958 0999
 Temitope: X-Academy@ngxgroup.com | +234 803 429 7737

Enhancing Audit Committee Effectiveness in a New Era.

TRAINING FEE: **N75,000**

Thursday 6 October, 2022
 10:00am
 Virtual

For more information on trainings, kindly contact Ngozi via Email:
nejim@corp.govnigeria.org | 07069580999

FINANCE FOR NON-FINANCE DIRECTORS

Theme: **NON-FINANCE DIRECTORS**

Course Fee: **N75,000**

ACCOUNT DETAILS
 First Bank of Nigeria
 Society for Corporate Governance Nigeria
 Account Number: 2020369741

Thursday, March 17, 2022
 10:00am

For more information, Contact - Ngozi
 E: nejim@corp.govnigeria.org
 T: 07069580999



Society for Corporate Governance Nigeria Ltd/Gte

Annual Report 30 June 2022



Financial Statements for year ended 30 June 2022,
Together with Directors' and Auditor's Reports

CONTENTS

Directors' Report **20**

Statement of Directors' responsibilities in relation to the Financial Statements **22**

Statement of Corporate Responsibilities for the Financial Statements **23**

Independent Auditor's Report **24**

Statement of Financial Position **27**

Statement of comprehensive income **28**

Statement of Changes in Reserves **29**

Statement of Cash Flows **30**

Notes to the Financial Statements **31**

Other National Disclosures **47**

- Value added statement
 - Five year financial summary
-

DIRECTORS' REPORT

For the year ended 30 June 2022

The directors present their report on the affairs of Society for Corporate Governance Nigeria Ltd/Gte ("the Society"), together with the financial statements and independent auditor's report for the year ended 30 June 2022.

LEGAL FORM

Society for Corporate Governance Nigeria Ltd/Gte, ("the Society") is a not-for-profit organisation incorporated on 31 March 2005 as a company limited by guarantee under Part C. of the Companies and Allied Matters Act, CAP C 20, Laws of the Federation of Nigeria, 2004.

PRINCIPAL ACTIVITIES AND OPERATIONS REVIEW

The Society is domiciled in Nigeria and was set up to develop and promote corporate governance best practices in Nigeria using the tools of rankings, seminars, publication, research, workshops and trainings.

To achieve its objectives, the Society organized the following programmes and workshops during the year:

- Company Secretaries Programme
- Directors Programme
- President's Dinner/Induction
- Board Enhancement Programmes
- Corporate Governance Conference
- Breakfast Meetings
- Chairman's Programme

The Society earned ₦18.30 million from the workshops, seminars and donations during the year (2021: ₦27.95 million).

In addition, the Society publishes various articles, online newsletters and periodicals which are disseminated to the general public free of charge. The flagship publication of the Society, 'Journal of Corporate Governance' is generally sold to the public at a predetermined price, complimentary copies of the journal are distributed to members, all Nigerian universities' libraries as well as other well-wishers of the Society as the Directors might deem fit. Other publications issued during the period were - "Journal of Corporate Governance" and "Corporate Governance Reporting in Nigeria".

The Society also earned ₦18.13 million from registration fees and membership subscription dues (2021: ₦21.1 million).

OPERATING RESULTS

The following is a summary of the Society's operating results:

<i>In naira</i>	Year ended 30 June 2022	Year ended 30 June 2021	% Change
Revenue	96,030,176	93,215,914	3%
Other income	27,880,169	2,130,275	1209%
Impairment (loss)/reversal on receivables	(1,003,387)	(1,811,538)	-45%
Expenses	(95,943,689)	(74,567,356)	29%
Results from operating activities	26,963,269	18,967,295	42%

DIRECTORS AND THEIR INTERESTS

The directors who served during the year ended 30 June 2022 were as follows:

- | | | |
|--|-----------------------------|---------------------------|
| 1. Mr. Muhammad K. Ahmad OON | 5. Prof. Chris Ogbechie | 9. Mr. Tijjani Borodo |
| 2. Mrs. Chioma Mordi (C.E.O) | 6. Prof. Fabian Ajogwu, SAN | 10. Mr. Adetunji Oyebanji |
| 3. Prof. Juan Elegido (<i>Spanish</i>) | 7. Mrs. Clare Omatseye | 11. Mrs. Nkemdilim Uwaje |
| 4. Prof. Pat Utomi | 8. Mr. Ibrahim Dikko | |

The Society is limited by guarantee and has no share capital, hence the directors have no financial interests in the Society that are required to be disclosed under Section 301 of the Companies and Allied Matters Act.

In accordance with Section 303 of the Companies and Allied Matters Act, Laws of the Federation of Nigeria, other than as disclosed in note 16(b), none of the directors has notified the Society of any declarable interests in contracts with the Society (2021: Nil).

RECORDS OF DIRECTORS' ATTENDANCE

Further to the provisions of Section 252 of the Companies and Allied Matters Act, the record of director's attendance at Board Meetings held during the period will be available at the Annual General Meeting for inspection.

PROPERTY, PLANT AND EQUIPMENT

Information relating to changes in property, plant and equipment is disclosed in Note 7 to the financial statements.

CHARITABLE DONATIONS

No charitable donations were made by the Society during the period (2021: Nil).

In compliance with Section 43(2) of the Companies and Allied Matters Act, Cap C. 20, Laws of the Federation of Nigeria, the Society did not make any donation or give gifts to any political party or association or for any political purpose during the period (2021: Nil).

EVENTS AFTER THE REPORTING DATE

There are no events after the reporting date which could have had a material effect on the financial position of the Society as at 30 June 2022 which have not been adequately recognised or disclosed in these financial statements.

EMPLOYMENT AND EMPLOYEES

(a) Employment of Physically Challenged Persons

The Society has no physically challenged persons in its employment. Applications for employment by physically challenged persons are always fully considered bearing in mind the respective aptitudes and abilities of the applicants concerned. In the event of members of staff becoming physically challenged, every effort will be made to ensure that their employment with the Society continues and that appropriate training is arranged. It is the policy of the Society that the training, career development and promotion of physically challenged persons should, as far as possible, be identical with those of other employees.

(b) Dissemination of Information

In order to maintain shared perception of our goals, we are committed to communicating information to employees in fast and effective a manner as possible. We consider this critical to the maintenance of team spirit and high employee morale.

(c) Health, Safety and Welfare at work

The Society places a high premium on the health, safety and welfare of its employees in their place of work. To this end, the Society has various forms of insurance policies to adequately secure and protect its employees.

(d) Employee Involvement and Training

The Society places considerable value on the involvement of its employees and has a practice of keeping them informed on matters affecting them as employees and on the various factors affecting the performance of the Society.

INDEPENDENT AUDITORS

The Company auditors, PricewaterhouseCoopers have indicated their willingness to continue in office in accordance with Section 401(2) of the Companies and Allied Matters Act of Nigeria.

BY ORDER OF THE BOARD

KP Nominees Limited
FRC/2014/00000003803
Company Secretary
8 Onigefon Road,
Off Palace Way, Oniru
Victoria Island, Lagos
26 October 2022

**KP NOMINEES LTD.
COMPANY SECRETARY**

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RELATION TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2022

The Companies and Allied Matters Act requires the directors to prepare financial statements for each financial year that give a true and fair view of the state of financial affairs of the Company at the end of the year and of its surplus or deficit. The responsibility include:

- a. ensuring that the Company keeps proper accounting records that disclose, with reasonable accuracy, the financial position of the Company and comply with the requirements of the Companies and Allied Matters Act;
- b. designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatements, whether due to fraud or error; and
- c. preparing the Company's financial statements using suitable accounting policies supported by reasonable and prudent judgements and estimates that are consistently applied.

The directors accept responsibility for the annual financial statements, which have been prepared using appropriate accounting policies supported by reasonable and prudent judgements and estimates, in conformity with International Financial Reporting Standards and the requirements of the Companies and Allied Matters Act.

The directors are of the opinion that the financial statements give a true and fair view of the state of the financial affairs of the Company and of its profit or loss. The directors further accept responsibility for the maintenance of accounting records that may be relied upon in the preparation of financial statements, as well as adequate systems of internal financial control.

Nothing has come to the attention of the directors to indicate that the Company will not remain a going concern for at least twelve months from the date of this statement.

SIGNED ON BEHALF OF THE BOARD OF DIRECTORS BY:



Mr. Muhammad K. Ahmad, OON
FRC/2017/IODN/00000002851

26 October 2022



Prof. Fabian Ajogwu, SAN
FRC/2014/NBA/00000006868

26 October 2022

STATEMENT OF CORPORATE RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

For the year ended 30 June 2022

The Directors of the Society for Corporate Governance Ltd/Gte hereby certify that they are responsible for and have ensured the following:

1. The officer who signed the audited financial statements has reviewed them, and based on the officer's knowledge the –
 - (i) audited financial statements do not contain any untrue statement of material fact or omit to state a material fact, which would make the statements misleading, in the light of the circumstances under which such statement was made, and
 - (ii) audited financial statements and all other financial information included in the statements fairly present, in all material respects, the financial condition and results of operation of the company as of and for, the periods covered by the audited financial statements;
2. The officer who signed the audited financial statements
 - (i) is responsible for establishing and maintaining internal controls and has designed such internal controls to ensure that material information relating to the company and its subsidiaries is made known to the officer by other officers of the companies, particularly during the period in which the audited financial statement report is being prepared,
 - (ii) has evaluated the effectiveness of the company's internal controls within 90 days prior to the date of its audited financial statements, and
 - (iii) certifies that the company's internal controls are effective as of that date;
3. The officer who signed the audited financial statements disclosed to the company's auditors and Board of Directors;
 - (i) that there are no significant deficiencies in the design or operation of internal controls which could adversely affect the company's ability to record, process, summarize and report financial data, and has identified for the company's auditors any material weaknesses in internal controls, and
 - (ii) that there has been no fraud that involves management or other employees who have a significant role in the company's internal control; and
4. The officer who signed the report, has indicated in the report, that there has been no significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of their evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

SIGNED ON BEHALF OF THE BOARD OF DIRECTORS BY:



Mr. Muhammad K. Ahmad, OON
FRC/2017/IODN/00000002851

26 October 2021



Prof. Fabian Ajogwu, SAN
FRC/2014/NBA/00000006868

26 October 2022



Independent auditor's report

To the Members of Society for Corporate Governance Nigeria Ltd/Gte

Report on the audit of the financial statements

Our opinion

In our opinion, The Society for Corporate Governance Nigeria Ltd/Gte's ("the company's") financial statements give a true and fair view of the financial position of the company as at 30 June 2022, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards and the requirements of the Companies and Allied Matters Act and the Financial Reporting Council of Nigeria Act.

What we have audited

The Society for Corporate Governance Nigeria Ltd/Gte financial statements comprise:

- the statement of financial position as at 30 June 2022;
 - the statement of comprehensive income for the year then ended;
 - the statement of changes in equity for the year then ended;
 - the statement of cash flows for the year then ended; and
 - the notes to the financial statements, which include a summary of significant accounting policies.
-

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). 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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Company in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards), i.e. the IESBA Code issued by the International Ethics Standards Board for Accountants. We have fulfilled our other ethical responsibilities in accordance with the IESBA Code.

Other information

The directors are responsible for the other information. The other information comprises the Corporate information, the Directors Report, the Statement of Directors' Responsibilities, Statement of Corporate Responsibilities, Value Added Statement and Five-Year Financial Summary but does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

PricewaterhouseCoopers Chartered Accountants, Landmark Towers, 5B Water Corporation Road, Victoria Island, Lagos, Nigeria

Responsibilities of the directors and those charged with governance for the financial statements

The directors are responsible for the preparation of the financial statements that give a true and fair view in accordance with International Financial Reporting Standards and the requirements of the Companies and Allied Matters Act, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

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

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with 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 judgment and maintain professional scepticism throughout the audit. We also:

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

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

Report on other legal and regulatory requirements

The Companies and Allied Matters Act requires that in carrying out our audit we consider and report to you on the following matters. 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 purposes of our audit;
 - ii) the company has kept proper books of account, so far as appears from our examination of those books and returns adequate for our audit have been received from branches not visited by us;
 - iii) the company's statement of financial position and statement of comprehensive income are in agreement with the books of account and returns.
-



For: **PricewaterhouseCoopers**
Chartered Accountants
Lagos, Nigeria

Engagement Partner: Edafe Erhie
FRC/2013/ICAN/00000001143



26 October 2022

STATEMENT OF FINANCIAL POSITION

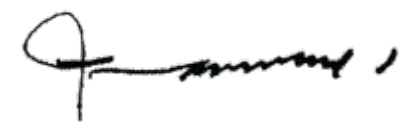
As at 30 June 2022

<i>In naira</i>	Note	2022	2021
Assets			
Property, plant and equipment	7	11,220,386	2,329,008
Total non-current assets		11,220,386	2,329,008
Inventories	12	6,152,982	5,899,595
Prepayments	11	922,334	878,145
Receivables and contract asset	8a	17,099,299	11,594,671
Cash and cash equivalents	10	29,708,761	72,763,904
Other current assets	8b	34,909,943	64,616
Total current assets		88,793,319	91,200,931
Total assets		100,013,705	93,529,939
Reserves			
Accumulated Surplus		83,514,466	55,797,080
Total Reserves		83,514,466	55,797,080
Liabilities			
Other Payables	9	10,703,904	6,190,884
Contract Liabilities	9	5,795,335	31,541,975
Total current liabilities		16,499,239	37,732,859
Total reserves and liabilities		100,013,705	93,529,939

The financial statements were approved by the Board of Directors on 26th October 2022 and signed on its behalf by:



Mr. Muhammad K. Ahmad, OON
(President)
FRC/2017/IODN/00000002581



Prof. Fabian Ajogwu, SAN
(Director)
FRC/2014/NBA/00000006868



Mrs. Chioma Mordi
(Chief Executive Officer)
FRC/2014/NIM/00000007899

The accompanying notes on pages 31 to 46 form an integral part of the financial statements.

STATEMENT OF COMPREHENSIVE INCOME

For the year ended 30 June 2022

<i>In naira</i>	Note	2022	2021
Revenue	4	96,030,176	93,215,914
Other Income*		27,880,169	2,130,275
Impairment loss (reversal) on receivables	13(a)	(1,003,387)	(1,811,538)
Expenses	6	(95,943,689)	(74,567,356)
Results from operating activities		26,963,269	18,967,295
Finance income	5	754,117	329,556
Surplus for the year		27,717,386	19,296,851
Other comprehensive income		-	-
Total comprehensive (loss)/ income for the year		27,717,386	19,296,851

*Other income relates income from entrepreneurial development and cooperation

The accompanying notes on pages 31 to 46 form an integral part of the financial statements.

STATEMENT OF CHANGES IN RESERVES

As at 30 June 2022

<i>In naira</i>	Note	Accumulated Surplus	Total Reserves
For the year ended 30 June 2021			
Balance as at 1 July 2020		36,500,228	36,500,228
Surplus for the year		19,296,852	19,296,852
Other comprehensive income		-	-
Total comprehensive income for the period		19,296,852	19,296,852
Balance at 30 June 2021		55,797,080	55,797,080
For the year ended 30 June 2022			
Balance as at 1 July 2022		55,797,080	55,797,080
Surplus for the year		27,717,386	27,717,386
Other comprehensive income		-	-
Total comprehensive income for the period		27,717,386	27,717,386
Balance at 30 June 2022		83,514,466	83,514,466

The accompanying notes on pages 31 to 46 form an integral part of the financial statements.

STATEMENT OF CASH FLOWS

For the year ended 30 June 2022

<i>In naira</i>	Note	30 June 2022	30 June 2021
Cash flows from operating activities:			
(Deficit)/Surplus for the period		27,717,386	19,296,852
Adjustments for :			
- Depreciation	7	5,751,123	2,149,923
- Finance income	5	(754,117)	(329,556)
		32,714,392	21,117,219
Changes in:			
- Inventories		(253,386)	623,175
- Prepayments		(44,190)	(321,323)
- Receivables		(5,504,627)	(1,629,258)
- Payables*		(21,233,620)	28,400,366
- Other assets		(34,845,327)	(64,616)
		(29,166,758)	48,125,563
Cash generated from operation		(29,166,758)	48,125,563
Value added tax paid		-	(4,262,866)
Net cash (used in)/generated from operating activities		(29,166,758)	43,862,697
Cash flows from investing activities:			
Acquisition of property, plant and equipment	7	(14,642,501)	(426,500)
Disposal of property, plant and equipment	7	-	203,933
Interest received	5	754,117	-
		(13,888,384)	(222,567)
Net cash (used in)/ generated from investing activities		(13,888,384)	(222,567)
(Decrease)/(increase) in cash and cash equivalents		(43,055,142)	43,640,131
Cash and cash equivalents at 1 January		72,763,904	28,794,217
Effect of movement in exchange rates on cash and cash equivalent	5	-	329,556
Cash and cash equivalents as at 30 June	10	29,708,762	72,763,904

*Movement in payables have been adjusted for Value added tax (VAT) paid shown
The accompanying notes on pages 31 to 46 form an integral part of the financial statements.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2022

1. REPORTING ENTITY

Society for Corporate Governance Nigeria Ltd/Gte ("the Society"), a Society limited by guarantee, not-for-profit organisation was incorporated in Nigeria on 31 March 2005. The Society is domiciled in Nigeria and has its registered office address at 5B, Lawani Odunloye Street, Off Palace Way, Oniru, Victoria Island, Lagos. The principal activity of the Society is to develop and promote corporate governance best practices in Nigeria using the tools of rankings, seminars, publications, research, workshops and trainings.

2. BASIS OF PREPARATION

(a) Statement of compliance

The financial statements of the Society have been prepared in accordance with International Financial Reporting Standards (IFRS) and in the manner required by the Companies and Allied Matters Act, Cap C. 20, Laws of the Federation of Nigeria and the Financial Reporting Council of Nigeria Act, 2011. The financial statements were authorised for issue by the Board of Directors on 26 October 2022..

(b) Basis of measurement

The financial statements have been prepared in accordance with the going concern assumption under the historical cost basis except for the following:

Item	Measurement basis
Inventories	- Lower of cost and net realisable value

(c) Functional and presentation currency

These financial statements are presented in Naira (N), which is the Society's functional currency. All financial information presented in Naira has been rounded to the nearest thousand, unless stated otherwise.

(d) Use of estimates and judgments

Assumptions and estimation uncertainties

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. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

(i) Measurement of fair values

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. The Society's accounting policies and disclosures require the measurement of fair values, for both financial and non financial assets and liabilities. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

When measuring the fair value of an asset or liability, the Society uses market observable data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

3. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

(a) Financial instruments

(i) Recognition and initial measurement

Receivables are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the entity becomes a party to the contractual provisions of the instrument. The Society's financial assets or financial liability is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition.

(ii) Classification and subsequent measurement

Financial assets

On initial recognition, financial assets (receivables) are classified as measured at: amortised cost. Financial assets are not reclassified subsequent to their initial recognition unless the Society changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

Financial assets - subsequent measurement and gains and losses

Financial assets at amortized cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.
---	--

Financial assets

The financial assets of the entity are classified as trade and other receivables and cash and cash equivalents. Trade and other receivables are non derivative financial assets with fixed or determinable payments that are not quoted in an active market and that the Company does not intend to sell immediately or in the near term. Cash and Cash equivalents comprise cash on hand cash balances with Banks.

Financial liabilities - Classification, subsequent measurement and gains and losses.

Financial liabilities are classified as measured at amortised cost and are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

(iii) Derecognition

The Society derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred. The Society derecognizes a financial liability when its contractual obligations are discharged, cancelled, or expired.

(iv) Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

(b) Impairment

(i) Non-derivative financial assets

The Society recognises loss allowances for Expected Credit Losses (ECLs) on financial assets measured at amortised cost and contract assets. Loss allowances for receivables and contract assets are measured at an amount equal to lifetime ECLs. Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a financial instrument.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Society considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Society's historical experience and informed credit assessment and including forward-looking information.

The Society assumes that the credit risk on a financial asset has increased significantly if it is more than 180 days past due.

The Society considers a financial asset to be in default when:

* the debtor is unlikely to pay its credit obligations to the Society in full, without recourse by the Society to actions such as realising security (if any is held); or

* the financial asset is more than 180 days past due.

Write-off

The gross carrying amount of a financial asset is written off when the Society has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. Amount written off are recorded in the profit or loss. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, then the previously recognised impairment loss is reversed through profit or loss.

(ii) Non-financial assets

At each reporting date, the Society reviews the carrying amounts of its non-financial assets to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or cash generating unit (CGUs).

The recoverable amount of an asset or CGU is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its recoverable amount.

(c) Property, plant and equipment

(i) Recognition, measurement and derecognition

The cost of an item of property, plant and equipment is recognized as an asset if it is probable that future economic benefits associated with the item will flow to the Society and the cost of the item can be measured reliably. Items of property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses.

Cost includes expenditure that is directly attributable to the acquisition of the asset. When parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Derecognition

An item of property, plant and equipment is derecognised on disposal or when no future economic benefits are expected from its use or disposal.

Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the net proceeds from disposal with the carrying amount of property, plant and equipment, and are recognised within other income in profit or loss.

(ii) Subsequent expenditure

The cost of replacing a part of an item of property, plant and equipment is capitalised only if it is

probable that the future economic benefits associated with the expenditure will flow to the Society and its cost can be measured reliably. The carrying amount of the replaced part is derecognised. The costs of the day-to-day servicing of property, plant and equipment are recognized in profit or loss as incurred.

(iii) Depreciation

Depreciation is calculated to write off the cost of items of property, plant and equipment less their estimated residual values using the straight-line method over their estimated useful lives, and is generally recognised in profit or loss.

The estimated useful lives of property, plant and equipment for the current and comparative periods are as follows:

Plant and machinery	-	5 years
Fixtures and fittings	-	4 years
Motor vehicles	-	4 years
Computer Equipment	-	3 years
Books	-	4 years

Depreciation methods, useful lives and residual values are reviewed at reporting date and adjusted if appropriate and the effect of any changes in estimate accounted for on a prospective basis.

(d) Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Society and the revenue can be reliably measured. Revenue is measured at fair value of the consideration received or receivable and represents amounts receivable or received for services provided and goods delivered, net of discounts and value added taxes (VAT) and where there is reasonable expectation that the income will be received and all attaching conditions will be complied with.

In these financial statements, surplus/deficit is used instead of profit or loss as the Society is not profit driven.

(i) Sale of goods

Revenue is recognised when the significant risks and rewards of ownership have been transferred to the customer, recovery of the consideration is probable, the associated costs and possible return of goods can be estimated reliably, there is no continuing management involvement with the goods, and the amount of revenue can be measured reliably. Revenue is measured net of returns and trade discounts.

(ii) Rendering of services**Membership subscriptions, induction and registration fees**

Membership fees are recognised as income in the period when they are received from members due to the uncertainty about their collectability. Membership fees received in advance are recognised in deferred income.

Board evaluation, Conferences, trainings and seminars

Revenue from board evaluation, conferences, trainings and seminars are accounted for when services are rendered. The Society recognises revenue from rendering of services in proportion to the stage of completion of the transaction at the reporting date.

When the outcome of a transaction involving the rendering of services can be estimated reliably, revenue associated with the transaction is recognised by reference to the stage of completion of the transaction at the statement of financial position date. The outcome of a transaction can be estimated reliably when all the following conditions are satisfied:

- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Society;
- the stage of completion of the transaction at the statement of financial position date can be measured reliably; and

– the costs incurred for the transaction and the cost to complete the transaction can be measured reliably.

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

(iii) Donations

Donations are recognised as income when the Society obtains control over the assets comprising the donation or the right to receive the donation/grant, it is probable that the economic benefits derivable from the donation will flow to the Society and the amount can be measured reliably. This has been assessed as when the Society receives the cash or has an enforceable right to receive the donations.

(iv) Publications and other materials

Sale of publications arises from domestic sales to third party customers. Revenue from the sale of publications is recognised when the control of the publications are transferred to the buyer. This occurs when the goods are delivered to the customer.

(e) Income Tax

Society for Corporate Governance Nigeria Limited is registered as a not-for-profit organisation. In accordance with Section 23(1) of the Company Income Tax Act (CITA) Cap C21, LFN 2007 (as amended), the organisation is exempted from corporate income tax when it acts for charitable purposes. However, when the organisation engages in profit-oriented activities, income tax is charged on taxable profits earned on such activities in accordance with the Finance Act 2020.

(f) Provisions and contingent liabilities

A provision is recognised, if, as a result of a past event, the Society has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost.

A contingent liability is a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Society, or a present obligation that arises from past events but is not recognised because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or the amount of the obligation cannot be measured with sufficient reliability.

Contingent liabilities are only disclosed and not recognised as liabilities in the statement of financial position. If the likelihood of an outflow of resources is remote, the possible obligation is neither a provision nor a contingent liability and no disclosure is made.

(g) Finance income

Finance income comprise interest income on fixed deposits. Finance income is recognised as it accrues in profit or loss, using the effective interest method.

(h) Leases

Policy applicable from 1 January 2019

The Company has adopted IFRS 16 using the modified retrospective approach. The application of IFRS 16 however, did not have any effect on amounts and disclosures reported in these financial statements as the Company elected not to recognise right-of-use assets and lease liabilities as its leases are short-term without option to purchase, including its generator equipment rental, and property rental for key management personnel. The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

(i) Employee benefits

(i) Short-term employee benefits

Short-term employee benefits are those wholly due within twelve months after the end of the reporting

period. Such obligations are measured on an undiscounted basis and are expensed as the related service is provided.

(ii) Defined contribution plans

A defined contribution plan is a post-employment benefit plan (pension fund) under which the Society pays fixed contributions into a fund. The Society has no legal or constructive obligation to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

In line with the provisions of the Pension Reform Act 2014, the Society has instituted a defined contribution pension scheme for its staff. Employee contributions to the scheme are funded through payroll deductions while the Society's contribution is charged to profit or loss. The Society and employees contribute 10% and 8% respectively of the employees' basic salary, housing and transport allowances to the scheme.

(j) Foreign currency

Transactions in foreign currencies are translated into the respective functional currencies of the Society at the exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date.

Non-monetary assets and liabilities that are measured at fair value in a foreign currency and translated into the functional currency at the exchange rate when the fair value was determined. Foreign currency differences are generally recognised in profit or loss. Nonmonetary items that are measured based on historical cost in a foreign currency are not translated.

(k) Statement of cash flows

The statement of cash flows is prepared using the indirect method. Changes in statement of financial position items that have not resulted in cash flows and other non-cash items, have been eliminated for the purpose of preparing the statement. Interest received is included in investing activities.

(l) Inventories

Inventories are measured at the lower of cost and net realisable value. The cost of inventories is based on the First-In First-Out (FIFO) principle, and includes expenditure incurred in acquiring the inventories and other costs incurred in bringing them to their existing location and condition including incidental cost.

(m) Contract asset and contract liability

When revenue is recognised under a contract with a customer before the Company becomes unconditionally entitled to the consideration under the relevant payment terms of the contract, a contract asset is recognised. Contract assets are reclassified to receivables when the right to consideration becomes unconditional.

When consideration is received (or the right to consideration is unconditional) before the related revenue is recognised, a contract liability is recognised. For a single contract with the customer, either a net contract asset or a net contract liability is presented. For multiple contracts, contract assets and contract liabilities of unrelated contracts are not presented on a net basis.

Receivables are recognised when the right to consideration under a revenue contract becomes unconditional regardless of billing date.

(n) Standards and interpretations not yet effective

A number of new standards and amendments to standards are effective for annual periods beginning on or after 1 January 2021 and early application is permitted; however, the Company has not early adopted the new or amended standards in preparing these financial statements.

The following amended standards and interpretations are not expected to have a significant impact on the Company's financial statements.

- Revisions to the classification of liabilities as either current or non-current (Amendment to IAS 1)

- Property, Plant and Equipment - Proceeds before Intended Use (Amendment to IAS 16)
- Reference to the Conceptual Framework (Amendment to IFRS 3) [Effective from 1 January 2022]
- Interest Rate Benchmark Reform – Phase 2 (Amendments to IFRS 9, IAS 39 and IFRS 7)
- Costs which should be included in the cost of fulfilling a contract when determining whether a contract is onerous (Amendment to IAS 37) [Effective from 1 January 2022]

4 REVENUE

An analysis of revenue is as follows:

<i>In naira</i>	Note	Year ended 30 June 2022	Year ended 30 June 2021
Membership subscriptions, induction and Registration fees	(a)	18,129,400	21,108,514
Workshops, seminars & donations	(b)	18,300,080	27,947,557
Publications and other materials	(c)	4,546,890	3,808,285
Board evaluation	(d)	55,053,806	40,351,558
		96,030,176	93,215,914

(a) Membership subscriptions, inductions and registration fees

Membership subscription and registration fees is analysed as follows;

<i>In naira</i>	30 June 2022	30 June 2021
Individual members' subscriptions and registration fees	11,094,400	14,238,514
Corporate members' subscriptions and registration fees	7,035,000	6,870,000
	18,129,400	21,108,514

(b) Workshops, seminars & donations

<i>In naira</i>	2022	2021
Workshops and seminars	7,300,080	17,838,516
Donations	11,000,000	10,109,041
	18,300,080	27,947,557

(c) Publications and other materials

<i>In naira</i>	2022	2021
Journals	206,390	253,500
Directors Handbook on Corporate Governance	310,000	322,100
Corporate Governance Reporting in Nigeria	274,500	844,500
Company's Secretary Guide on Corporate Governance	162,000	247,500
Leading Effective Board	242,000	154,250
Understanding Financial Statement	85,500	100,000
Corporate Governance Regulatory Compliance	366,500	-
Advertisement	2,900,000	1,886,435
	4,546,890	3,808,285

(d) Board evaluation

The Society earned ₦55.05 million from board evaluation services rendered to corporate organisations during the period (2021: ₦40.35 million)

5 FINANCE INCOME

<i>In Naira</i>	2022	2021
Interest income on fixed deposit	754,117	-
Exchange gain	-	329,556
	754,117	329,556

6. EXPENSES

Expenses analysed by nature is as follows:

<i>In naira</i>	Note	2022	2021
Publication expenses		2,455,714	1,195,375
Programmes expenses		9,759,808	5,773,400
Office rent		5,000,000	5,000,000
Transport and travel expenses		526,850	49,350
General office expenses		13,605,376	13,795,223
Motor vehicle maintenance		1,734,851	1,015,414
Employee benefit expenses	6(a)	46,130,312	38,811,830
Bank charges		620,561	178,107
Depreciation	7	5,751,123	2,149,923
Consultancy fees		10,122,188	4,020,000
Other professional fees		-	366,601
Dues & Subscriptions		236,907	-
Inventory write down		-	2,212,133
		95,943,690	74,567,356

(a) Employee benefit expenses are analysed as follows:

<i>In naira</i>	2022	2021
Wages and salaries	45,972,812	38,661,830
Other employee cost	157,500	150,000
	46,130,312	38,811,830

(b) Paid employees of the Society, other than directors, whose duties were wholly or mainly discharged in Nigeria, received annual remuneration (excluding pension costs and certain benefits) in the following ranges:

	2022	2021
	Number	Number
Less than ₦ 500,000	-	-
₦ 500,000 - ₦ 1,000,000	1	-
₦ 1,000,001 - ₦ 2,000,000	2	-
₦ 2,000,001 - ₦ 3,000,000	1	1
₦ 3,000,001 - ₦ 6,000,000	1	1
₦ 6,000,001 - ₦ 8,000,000	-	-
₦ 8,000,001 - ₦ 10,000,000	-	-
₦ 10,000,001 - ₦ 12,000,000	1	2
	6	4

(c) Number of persons employed on full time basis by the Society as at period end was as follows:

	2022	2021
	Number	Number
Administration Department	6	4

(d) The directors received no emoluments during the period (2020: Nil).

(e) Audit services are rendered pro bono to The Society by its auditors, PricewaterhouseCoopers.

7. PROPERTY, PLANT AND EQUIPMENT

The movement in these accounts during the year was as follows:

(a) Reconciliation of carrying amount

<i>In naira</i>	Computer Equipment	Plant & Machinery	Fixtures & Fittings	Books	Motor Vehicle	Total
COST						
Balance at 1 July 2020	8,039,213	5,942,400	2,942,772	120,587	8,995,500	26,040,472
Additions	426,500	-	-	-	-	426,500
Disposals	(203,933)					(203,933)
Balance at 30 June 2021	8,465,713	5,738,467	2,942,772	120,587	8,995,500	26,263,039
Balance at 30 June 2021	8,465,713	5,738,467	2,942,772	120,587	8,995,500	26,263,039
Additions	1,142,500	-	-	-	13,500,000	14,642,500
Balance at 30 June 2022	9,608,213	5,738,467	2,942,772	120,587	22,495,500	40,905,539
DEPRECIATION						
Balance at 1 July 2020	7,551,318	3,023,580	2,093,490	120,219	8,995,500	21,784,107
Charge for the period	592,072	947,063	610,419	368	-	2,149,922
Balance at 30 June 2021	8,143,390	3,970,643	2,703,909	120,587	8,995,500	23,934,029
Balance at 1 July 2021	8,143,390	3,970,643	2,703,909	120,587	8,995,500	23,934,030
Charge for the year	673,077	1,141,955	61,091	-	3,875,000	5,751,123
Balance at 30 June 2022	8,816,467	5,112,598	2,765,000	120,587	12,870,500	29,685,153
CARRYING AMOUNT						
At 30 June 2021	322,323	1,767,823	238,863	(0)	-	2,329,009
At 30 June 2022	791,746	625,868	177,772	(0)	9,625,000	11,220,386

(b) The Society had no contractual capital commitments as at the reporting date (2021: Nil).

(c) None of the Society's property, plant and equipment has restricted title or has been pledged as security for liabilities (2021: Nil).

8. RECEIVABLES AND CONTRACT ASSET
(a) In naira

	2022	2021
Accounts receivable	18,102,687	11,881,250
Sundry receivables *	-	1,524,959
Inventory sales	-	-
	18,102,687	13,406,209
Impairment loss	(1,003,388)	(1,811,538)
	17,099,299	11,594,671

The Society's exposure to credit risk and impairment losses related to receivables is disclosed in Note 13.

* Sundry receivable represents withholding taxes erroneously deducted by customers. These have been fully impaired on the basis that the entity will not be able to utilize any resulting tax asset.

(b) other current assets

	2022	2021
Other current assets	4,155,825	64,616
Short-term investments (c)	30,754,118	-
	34,909,943	64,616

(c) The Society ventured into a short term investment in First Notes with First Bank Ltd. This is a fixed income investment for FBN customers. The First Note is a fixed deposit investment that matches the Society's risk appetite. The Society invested ₦30,000,000 and this matured in March 2022 with interest amounting to ₦754,117. The investment however was renewed almost immediately with FBN Quest with the total amount of ₦30,754,117.

9. PAYABLES AND CONTRACT LIABILITIES
In naira

	2022	2021
Employee tax liabilities	259,977	797,781
Withholding tax payable	1,010,744	-
Employee pension payable	952,889	428,579
Accrued expenses	1,496,100	1,510,325
Value added tax payable	6,889,080	3,454,199
NSITF payable	95,114	-
Contract liabilities	5,795,335	31,541,975
	16,499,239	37,732,859

Contract liability is recognised when a payment for customer is due (or already received, whichever is earlier) before a related performance obligation is satisfied.

The Society's exposure to liquidity risks related to payables is disclosed in Note 13.

10. CASH AND CASH EQUIVALENTS
In naira

	2022	2021
Demand deposits in banks	29,708,731	72,750,178
Cash on hand	30	13,726
	29,708,761	72,763,904

The Society's exposure to credit, liquidity and market risks is disclosed in Note 13.

11 PREPAYMENTS

(a) Prepayments comprise:

<i>In naira</i>	2022	2021
Prepaid rent	416,667	416,667
Prepayment	505,667	461,476
	922,334	878,143

12. INVENTORIES

	2022	2021
Directors' Handbook on Corporate Governance	336,000	494,000
Company Secretary's Guide on Corporate Governance	389,200	464,600
Journal of Corporate Governance	1,610,052	1,282,600
Corporate Governance Reporting in Nigeria	2,574,600	3,443,400
Leading an Effective Board	-	91,800
Understanding Financial Statements	84,630	123,195
Corporate Governance & Regulatory Compliance	1,158,500	-
	6,152,982	5,899,595

The cost of inventories recognised in publication expenses amounted to ₦1.1 million (2021: ₦1.2 million). There was write down of inventories in current year amounting to ₦1.3 million (2021: ₦2.2 million).

13 FINANCIAL INSTRUMENTS - FINANCIAL RISK MANAGEMENT AND FAIR VALUES

(a) Financial risk management

Risk management framework

The Society's board of directors has overall responsibility for the establishment and oversight of the Society's risk management framework. The board of directors has the responsibility to identify and analyse the risks faced by the Society, to set appropriate risk limits and controls and to monitor risks and adherence to limits. The Society, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Society has exposure to the following risks from its use of financial instruments:

- Credit risk
- Liquidity risk
- Market risk

This note presents information about the Society's exposure to the above risks, the Society's objectives, policies and processes for measuring and managing risk. Further quantitative disclosures are included throughout these financial statements.

(i) Credit risk

Credit risk is the risk of financial loss to the Society if a member or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Society's receivables from members and other parties.

Exposure to credit risk

NOTES TO THE FINANCIAL STATEMENTS (CONT'D) For the year ended 30 June 2022

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date was:

<i>In naira</i>	2022	2021
Receivables and contract asset (Note 8)	18,102,687	13,406,209
Cash and cash equivalents *(Note 10)	29,708,731	72,750,178
	47,811,418	86,156,387

*Cash on hand is not included

Receivables

The Society's exposure to credit risk is influenced mainly by the individual characteristics of each counterparty. The Society establishes an allowance for impairment that represents its estimate of incurred losses in respect of receivables. The main component of this allowance are a specific loss component that relate to individually significant exposures. The Society does not hold collateral as security for its receivables.

The ageing of receivables and related impairment losses including those that were past due was as follows:

As at 30 June 2022

<i>In Naira</i>	Weighted average loss rate	Gross carrying amount	Loss Allowance	Credit Impaired
Current (not past due)	0.00%	-	-	No
0-60 days	0.24%	11,352,500	27,335	No
61-90 days	0.88%	2,272,975	19,910	No
91-180 days	10.78%	11,531,250	1,242,722	No
Greater than 180 days	0.00%	-	-	No
Accounts receivable writeoff		25,156,725	1,289,967	
Prior year Accounts receivable write off			(286,579)	
Total impairment		-	1,003,388	

As at 30 June 2021

<i>In Naira</i>	Weighted average loss rate	Gross carrying amount	Loss Allowance	Credit Impaired
Current (not past due)	0.00%	-	-	No
0-30 days	0.05%	3,440,000	1,633	No
31-60 days	0.21%	1,612,500	3,460	No
61-90 days	0.86%	4,497,500	38,734	No
91-180 days	10.41%	2,331,250	242,751	No
Greater than 180 days	0.00%	-	-	No
Accounts receivable writeoff		11,881,250	286,579	
Sundry receivables writeoff (100%)		1,524,959	1,524,959	
Total impairment		-	1,811,538	

Cash and cash equivalents

The Society held cash and cash equivalents of ₦29,708,761 as at 30 June 2022 (2021: ₦72,763,904), which represents its maximum credit exposure on these assets. The cash and cash equivalents are held with banks. The Society mitigates the credit risk exposure of its bank balances by selecting reputable banks with good credit rating and a history of strong financial performance.

(ii) Liquidity risk

Liquidity risk is the risk that the Society will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Society's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Society's reputation.

The Society aims to maintain the level of its cash and cash equivalent at an amount in excess of expected cash outflows of financial liabilities. The Society also monitors the level of expected cash inflows on accounts receivables together with expected cash outflows on other payables and accrued expenses.

<i>In Naira</i>	Carrying amount	Contractual cash flows in one year or less
<i>Non-derivative financial liabilities</i>		
30 June 2022		
Payables*	7,291,435	7,291,435
	<u>7,291,435</u>	<u>7,291,435</u>
30 June 2021		
Payables*	33,052,300	33,052,300
	<u>33,052,300</u>	<u>33,052,300</u>

*Excludes statutory deductions such as VAT, WHT, pension payable and employee tax of ₦8.8 million (2021: ₦3.2 million)

(iii) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates will affect the Society's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

Interest rate risk

At the reporting date, the Society had no interest-bearing financial instruments.

Currency risk

The Society is exposed to currency risk on bank balances that are denominated in a currency other than the functional currency of the Society, the Naira. The currency in which these transactions are primarily denominated is US Dollar (USD).

The currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to the changes in foreign exchange rates. The Society's policy is to ensure that its net exposure in respect of monetary assets and liabilities denominated in foreign currencies are kept to an acceptable level. Movement in foreign exchange rates is monitored on an ongoing basis and necessary actions are taken as appropriate. The Society's exposure to foreign currency risk as at period end was as follows:

	2022	2021
	USD	USD
Financial assets		
Cash and cash equivalents	12,488	14,627
Total exposure	12,488	14,627

The following significant exchange rates were applied during the period:

	REPORTING DATE EXCHANGE RATE	
	30 June 2022	30 June 2021
	USD	USD
<i>In Naira</i>		
Year end spot rate	414.72	410.66
Average rate	381.00	381.00

Sensitivity analysis

A ten percent (10%) weakening of the Naira, as indicated below, against the US Dollar at reporting date would have affected financial instruments denominated in foreign currencies and increased profit by the amounts shown below.

This analysis is based on foreign currency exchange rate variances that the Society considered to be reasonably possible at the end of the reporting period. The analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast of cash inflows and outflows.

	PROFIT OR (LOSS)	
	Strengthening	Weakening
30 June 2022		
<i>In Naira</i>		
USD (10% movement)	(517,902)	517,902
30 June 2021		
<i>In Naira</i>		
USD (10% movement)	(600,672)	600,672

(b) Fair values versus carrying amounts

The financial instruments of the Society are short term and are not measured at fair value. The carrying amounts are therefore reasonable approximation of fair value. Accordingly, no fair value information is presented.

14 CONTINGENT LIABILITIES

The Society had no contingent liabilities as at 30 June 2022 (2021: Nil).

15 EVENTS AFTER THE REPORTING DATE

There are no other significant subsequent events, which could have had a material effect on the state of affairs of the Company as at 30 June 2022 that have not been adequately provided for or disclosed in the financial statements.

16 RELATED PARTIES

(a) Key management personnel compensation

Key management personnel compensation comprised the following:

	2022	2021
Short-term employee benefit: Salaries and wages	24,962,426	22,730,085
Long-term employee benefits: Pension	4,039,228	3,276,867
	29,001,654	26,006,952

(b) Other related party transactions

	Transaction values for the period		Balance outstanding	
	2022	2021	2022	2021
<i>In Naira</i>				
Sale of goods and services				
Futuresoft	5,531,625	1,132,875	1,115,555	-
Sponsorships to the society				
Polaris Bank (*)	2,000,000	-	-	-
Kenna Partners (*)	500,000	-	-	-

* Some members of board of directors of the Society have significant influence over the identified related parties.



Society for Corporate Governance Nigeria Ltd/Gte

OTHER NATIONAL DISCLOSURES

- Value added statement
- Five year financial summary

VALUE ADDED STATEMENT

For the year ended 30 June 2022

<i>In Naira</i>	2022	%	2021	%
Revenue	96,030,176	121	93,215,914	155
Bought in materials and services:				
- Local	(45,065,643)	(57)	(35,417,142)	(60)
	50,964,533		57,798,772	
Other income	27,880,170	35	2,130,275	4
Finance income	754,117	1	329,556	1
Value added	79,598,820	100	60,258,603	100
Distribution of Value Added:				
To Employees:				
Employee benefit expenses	46,130,312	58	38,811,830	64
Retained in the business:				
For replacement of property, plant and equipment	5,751,122	7	2,149,922	4
To augment reserve	27,717,386	35	19,296,851	32
Value added	79,598,820	100	60,258,603	100

Value added is wealth created by the efforts of the Society and its employees and its allocation between employees and re-investment for the creation of future wealth.

FIVE-YEAR FINANCIAL SUMMARY

For the period ended

<i>In Naira</i>	30 June 2022	30 June 2021	30 June 2020	30 June 2019	30 June 2018
Revenue	96,030,176	93,215,914	81,215,833	97,079,606	88,180,484
(Deficit)/Surplus for the period	27,717,386	20,821,810	(2,413,247)	8,316,471	(10,087,415)
Total comprehensive income for the year	27,717,386	20,821,810	(2,413,247)	8,316,471	(10,087,415)
<i>In Naira</i>	30 June 2022	30 June 2021	30 June 2020	30 June 2019	30 June 2018
Assets Employed					
Non-current assets	11,220,386	2,329,009	4,256,365	7,577,840	12,137,671
Net Current assets	72,294,081	53,468,069	32,243,863	31,335,635	18,459,333
	83,514,467	55,797,077	36,500,228	38,913,475	30,597,004
Financed by					
Accumulated surplus	83,514,467	55,797,077	36,500,228	38,913,475	30,597,004

BOARD OF DIRECTORS



1 **Mr. Muhammad K. Ahmad, OON**
President

2 **Mrs. Chioma Mordi**
C.E.O

3 **Professor Juan M. Elegido**
Professor of Ethics

4 **Professor Pat Utomi**
Chairman, Centre for Values & Leadership (CVL)

5 **Professor Chris Ogbegie**
Dean, Lagos Business School

6 **Professor Fabian Ajogwu SAN, OFR**
Principal, Kenna Partners

7 **Mrs. Clare Omatseye**
Managing Director, JNC International Ltd

8 **Mr. Ibrahim Dikko**
Principal, Hitel Communications Limited

9 **Mr. Tijjani Borodo**
Chairman, FBN Nominees

10 **Mr. Adetunji Oyebanji**
Managing Director / CEO IIPIC

11 **Mrs. Nkemdilim Uwaje Begho**
CEO, Future Software Resources Limited

2022 ANNUAL CORPORATE GOVERNANCE CONFERENCE



BREAKFAST MEETING & BRAND RELAUNCH



INTERNATIONAL WOMEN'S DAY 2022



VALIDATION WORKSHOP



MEETING WITH FRCN



TREE PLANTING EXERCISE



SPECIAL THANKS

The Society for Corporate Governance Nigeria wishes to thank the following individuals/organizations for their continued support of its activities.

ORGANIZATIONS

- PwC Nigeria
- Stanbic IBTC
- Polaris Bank Ltd
- MTN Nigeria Limited
- Kenna Partners
- Zenith Bank Plc
- Transcorp Hotels
- JNC International
- Total Energy Plc
- Access Bank Plc
- First Bank of Nigeria Limited
- NPF Microfinance Bank Plc
- SKG Pharma Limited
- Unity Bank Plc
- 11 Plc
- GlaxosmithKline Consumer Nig. Plc
- Axa Mansard Insurance Plc
- KPMG Advisory Services
- First City Mounument Bank Plc
- Flour Mills of Nigeria Plc
- Eko Electricity Distribution Plc
- Custodian Investment Plc & Subsidiaries
- OVH Energy Marketing Ltd
- New Nigeria Foundation Ltd/GTE
- International Breweries
- NOSAK Group
- FewChore Finance Limited
- Courteville Business Solutions Plc
- ARM Holdings and subsidiaries
- CrusaderSterling Pensions Ltd
- Finca MFB
- FBN Insurance Brokers Ltd
- Jubilee Life Mortgage bank
- Unitrust Insurance company Limited
- Nigeria University Pension management company (NUPEMCO)
- Total E&P Nigeria CPFA Limited
- Investment one financial services
- Mixta Real Estate Plc
- UPDC Plc
- Tangerine General Insurance Limited and Subsidiaries
- Redstar Express Ltd
- Marsh FJC Insurance Company
- LASACO Assurance Plc
- Futuresoft Resources Limited

INDIVIDUALS

- Mr. Muhammad K. Ahmad, OON
- Professor Juan Elegido
- Professor Pat Utomi
- Professor Chris Ogbegie
- Mr. Ibrahim Dikko
- Mrs. Clare Omatseye
- Professor Fabian Ajogwu, SAN, OFR
- Mr. Goodluck Obi
- Mr. Tijjani Borodo
- Mr Tunji Oyebanji
- Mrs Nkemdilim Uwaje Begho
- Dr. Ayo Teriba
- Dr. Nkemdilim Iheanachor
- Dr. Oladimeji Alo
- Dr. Romeo Savage
- Mr. Walter Eyetan
- Prof. Sunday Owolabi
- Mr. Erimona Williams
- Mr. Godwin Emefiele, CON
- Mr. Isaac Orolugbagbe
- Dr. Ajoritsedere Awosike
- Mrs. Bimbola Wright
- Mrs. Bola Tinubu
- Ms. Zelda Akindele
- Ese Nkadi
- Mrs. Joe-Audrey Ezigbo
- Ms. Rukaiya El-Rufai
- Professor Olayinka David-West
- Mr. Femi Lijadu
- Dr. Emma Fitzgerald
- Ms. Sola David-Borha
- Mrs. Dupe Olushola
- Mr. Escher Luander
- Ms. Folake Etomi
- Mr. Idris Bello
- Ms. Yemi Keri

ARTICLE CONTRIBUTORS

- Professor Bankole Sodipo
- Dr. Kunle Aina
- Dr. Anthonia Odelye
- Mr. Ituah Imhanze
- Mr. Olaniyi Arije
- Ms. Sotonye Belonwu
- Mrs. Adejugbe Bolanle
- Mr. Adebisi Sanda
- Mr. Tobenna Igweonu

REGULATORS

- Nigerian Exchange Group (NGX)
- Nigerian Deposit Insurance Company (NDIC)
- Securities And Exchange Commission (SEC)
- Nigerian Communications Commission (NCC)
- National Insurance Commission (NAICOM)
- Central Bank of Nigeria (CBN)
- Financial Reporting Council of Nigeria (FRCN)

MEDIA

- BusinessDay Newspaper
- Proshare
- WebTV

INSTITUTIONS

- International Finance Corporation (IFC)
- AFOS Foundations

SESSION ONE	
TIME SLOT	TOPICS TO COVER
10.00am – 11.15am	<ul style="list-style-type: none"> • Role of the board and directors' duties • What makes an effective board member? • Board role in setting strategy – Short term vs long term strategy and planning
11.20am - 12.30pm	<ul style="list-style-type: none"> • Board role in risk /opportunities – setting risk appetite, oversight of internal controls and external auditor • Board role in setting corporate purpose and culture -incentives, ethics, whistleblowing
12.35pm – 1.45pm	<ul style="list-style-type: none"> • Board role in capital allocation oversight • Shareholder dialogue: AGM, voting, other shareholder rights

SESSION TWO	
TIME SLOT	TOPICS TO COVER
10.00am – 11.15am	<ul style="list-style-type: none"> • Leadership – Chair, CEO, Independent Non-Executive Director • Composition – Size, Skills, Independence, Diversity, and Dynamics
11.20am - 12.30pm	<ul style="list-style-type: none"> • Board Appointment, Refreshment and Retirement, including role of the Nomination committee • Succession Planning - Chair, CEO and Board Directors
12.35pm – 1.45pm	<ul style="list-style-type: none"> • Board and CEO Evaluation • Operation – Board Support, Access to information

SESSION THREE	
TIME SLOT	TOPICS TO COVER
10.00am – 11.15am	<ul style="list-style-type: none"> • Cost of Capital • Cash flow and company resilience
11.20am - 12.30pm	<ul style="list-style-type: none"> • Board role in capital allocation oversight (rights issues, dividends, buybacks, incentives) • Developing a capital allocation policy
12.35pm – 1.45pm	<ul style="list-style-type: none"> • Cross-shareholdings • Conflicts of interest

SESSION FOUR	
TIME SLOT	TOPICS TO COVER
10.00am – 11.15am	<ul style="list-style-type: none"> • Definitions of Sustainability • Analysing and Valuing sustainability • Governance of sustainability
11.20am - 12.30pm	<ul style="list-style-type: none"> • Priorities: Climate change, social inequality, technological Development • Stakeholder identification and engagement • Reporting on financial, human, natural Capital

VARIABLE	SCHEME
Course Materials	Reading materials, presentation slides, case studies, relevant text
Duration	(4weeks of +/- 4hours/session)
Methodology	Facilitation, Discussions and Presentation
Delivery Mode	Due to the COVID, the programme will be done virtually.
Expected number of Participants per session	15 Directors
Fees	N150,000 per session (N500,000 for 4 sessions)

MATERIALS

The following materials will be provided & utilized to deliver the Training

- Course & relevant reading materials
- Research reports
- Technical Notes
- Textbooks (where necessary)
- Presentation Slides
- Certification
- Follow up guide/action plan for implementing lessons learnt

For more information on trainings, kindly contact

Ngozi via email - nejim@corp.gov.nigeria.org
or telephone - **07069580999, 090229194999**

For more details, please contact:

Society for Corporate Governance Nigeria

5B, Lawani Oduloye Street,

Oniru Estate, Victoria Island, Lagos.

Tel: +234 (0)703 157 2499

info@corpgovnigeria.org

www.corpgovnigeria.org