



Corporate Governance

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A. Board & Executive Management

MWS Board of Governance

The MWS Board of Governance (Board) is made up of 22 members comprising 11 elected board members and 11 co-opted members. The Secretary of the Trustees of The Methodist Church of Singapore (MCS), as provided in the MWS Constitution, is an ex-officio non-voting member of the Board. In addition, a representative from the MCS – General

Conference is invited as an observer to the Board. The composition, powers and functions of the Board are governed by the MWS Constitution (revised September 2012).

Board members are elected, and serve for a period of 2 years. All Board members are not paid any remuneration

or director's fees. There is a maximum term limit of 4 consecutive years for the Treasurer position.

The Board meets at least 10 times yearly with a quorum of a simple majority. No staff member sits on the Board.

Board of Governance

Board Member	Current Designation	Date of First Appointment to Board	Occupation	Board Attendance
Rev Dr Daniel Koh Kah Soon	Chairperson from 16.09.2017	12.09.2009	Methodist Pastor, Trinity Annual Conference	10 of 11
Mr Eugene Toh Ming Hong	Vice-Chairperson from 16.09.2017	17.09.2011	Director (Pro-Enterprise), Ministry of Trade & Industry	10 of 11
Mr Albert Lim Song Khiang	Honorary Secretary from 16.09.2017	19.07.1997	Director, El-Shaddai Resources Pte Ltd	6 of 11
Dr Tan Hai Chuang	Assistant Honorary Secretary from 22.09.2018	16.09.2017	Managing Director, Bright Spring Management Ltd	9 of 11
Mrs Fong Loo Fern	Honorary Treasurer from 16.09.2017	08.09.2007	Managing Director, CYC Company Pte Ltd	7 of 11
Mr Robin Cheong Chak Khiong	Assistant Honorary Treasurer from 22.09.2018	30.07.2005	Retired Accountant	5 of 6
Mr Terence Wee Jin Zoo	Assistant Honorary Treasurer from 16.09.2017	26.09.2015	Senior Director, Professional Services, SAS Institute Pte Ltd	7 of 11
Mrs Loh Chay Leng	Board Member from 16.09.2017	08.09.2007	Associate Lecturer, Republic Polytechnic	9 of 11
Mr Yow Chi Mun	Board Member from 16.09.2017	26.09.2015	Portfolio Manager, Precept Investments Pte Ltd	9 of 11

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Dr Lee Wee Leong	Board Member from 16.09.2017	17.09.2011	Associate Professor & Director of Educational Technology & Production, Singapore University of Social Sciences	5 of 11
Mr Tan Chian Khong	Board Member from 16.09.2017	26.09.2015	Independent Director	7 of 11
Ms Christine Pushpam Tambyah	Co-opted Board Member from 16.09.2017	27.09.2014	Deputy Director, Ministry of Education	0 of 11
Mr Wendell Wong Hin Pkin	Co-opted Board Member from 16.09.2017	01.10.2010	Director, Drew & Napier LLC	6 of 11
Mr Ronnie Gan Seow Khaw	Co-opted Board Member from 16.09.2017	10.03.2012	Manager, Strategy and Business Excellence, Siemens Pte Ltd	7 of 11
Mr George Loh Chee Ping	Co-opted Board Member from 16.09.2017	26.09.2015	Director (Programmes), National Research Foundation	3 of 11
Mr Lam Wei Choong	Co-opted Board Member from 16.09.2017	08.09.2007	Managing Principal, Veros Consulting	8 of 11
Mr Raymond Khoo Peng Ann	Co-opted Board Member from 16.09.2017	16.09.2017	Retiree	11 of 11
Mr Samuel Tay	Co-opted Board Member from 16.09.2017	01.01.2017	Senior Sales Engineer, Lintec Singapore Pte Ltd	9 of 11
Mr Wilson Sampath	Co-opted Board Member from 16.09.2017	01.01.2017	Senior Account Manager, Visa Inc	8 of 11
Dr Teo Li Bee	Co-opted Board Member from 16.09.2017	01.01.2017	Company Director, RCS Teo Pte Ltd	2 of 11
Ex-Officio Mr Kim Seah Teck Kim	The Secretary of The Trustees of The Methodist Church in Singapore (MCS)	01.04.2016	Consultant, Incisive Law LLC	5 of 11
By Invitation Mr Darius Chua Tan Peak	MCS Representative	19.10.2015	Director, Finance, Administration & Programmes, The Methodist Church in Singapore (MCS)	5 of 11

Roles and Responsibilities

The Board oversees the decisions relating to policy, strategic issues and governance of MWS. The daily management and operations of MWS are delegated to the Group Executive Director and staff.

The Board's roles and responsibilities include:

- Establishing MWS' Vision and Mission
- Providing guidance and advice in the mapping of the Strategic Direction and Annual Workplan of MWS and its Centres
- Ensuring plans are aligned to MWS' Vision and Mission
- Holding fiscal responsibility, including approval of budgets, investments and the procurement of other resources
- Upholding the legal and ethical integrity of the charity
- Reviewing, monitoring and evaluating MWS' and its Centres' performance

Board of Governance Policies

Selection/Recruitment Policy

MWS continually ensures that the appropriate set of skills, talents and attributes are represented on the Board. To ensure an effective Board succession plan, the Nominations Committee¹ identifies people with the desired competencies to meet current and future needs of the organisation. The Board, through NCSS, also accepts nominations of interested administrative officers from the Public Service Division.

To build a steady pipeline of Board talent, MWS also brings in potential candidates to serve in our various Centre Governance Committees. This helps the Board to identify and develop specific candidates to fill Board positions or serve in other key positions within MWS.

A list of potential Board candidates is developed and discussed at least one year before the end of current term.

¹Consists of MWS' Board Chairperson, current members and independent professionals appointed by the Board.

Induction/Training Policy

New members are inducted to the Board through an orientation programme, centre visits and guidance from the Chairman and other experienced Board members. All members are encouraged to attend courses on governance at the Social Service Institute and Singapore Institute of Directors.

In addition to serving on the Board, members are also invited to join MWS' Centre Governance Committees (CGC) or Working Committees such as Finance, Human Resource, Communications & Engagement. This helps members to understand MWS' services and issues on the ground.

Evaluation of Board's Effectiveness

The Board is guided by the best practices as set out in the Code of Governance for Charities, Institutions of a Public Character and Charity Transparency Framework. The Nominations Committee will evaluate the effectiveness of the Board and identify areas of improvement. The Board also undergoes a self-evaluation checklist annually to assess its performance.

Centre Governance and Working Committees

The Board is further complemented by:

- 14 Centre Governance Committees; and
- 8 Working Committees covering the following functions: Audit, Finance, Investment, Human Resource, Information Technology, Communications & Engagement, Nominations, and Chaplaincy

Centre Governance Committees (CGC)

The CGCs' primary role is to provide governance oversight at the centres, on behalf of the Board. Its specific responsibilities include:

- Oversight on policy, strategic issues and governance of the Centre while delegating the management and implementation role to the Centre Head and staff
- Review, monitoring and evaluation of the Centre's performance
- Ensuring adequate financial and human resources for the Centre
- Endorsement of budgets and tenders for the approval of the Board

The CGCs meet at regular intervals of 2-3 months.

Working Committees

1. Audit

The Audit Committee facilitates discussions with the Board, internal and external auditors to provide assurance on the reliability of financial reporting, safeguarding of assets and compliance with relevant laws and regulations. Its specific responsibilities include:

- Safeguarding MWS assets
- Maintaining adequate accounting systems
- Reviewing accounting policies and effectiveness of internal controls
- Managing the Risk Management framework
- Developing and implementing the Whistle Blowing policy

The Audit Committee meets at least 2 times a year.

2. Finance

The Finance Committee reports to the Board on all financial issues. Its specific responsibilities include:

- Advising Management on financial priorities including annual budget
- Establishing appropriate accounting and financial management policies to ensure accountability and legitimate use of financial resources
- Working with Centres to ensure that they are adequately financed and operating on a sound financial basis
- Approving budget variations in accordance with the finance manual

The Finance Committee meets at least 4 times a year. The MWS Honorary Treasurer is the Chairman of the Finance Committee.

3. Investment

The Investment Committee was established to assist the Board in implementing the Investment Policy of the organisation. The Investment Policy is established by the Board and sets out the following:

- Determining amount of funds available for investment ("Investment Funds")
- The expected rate of return from the organisation's Investment Funds; and
- Specifying the instruments in which the funds may be invested

The Committee is responsible for managing the Investment Funds of MWS. Its specific responsibilities include:

- Establishing an allocation policy which sets out the strategy for fund investments, to achieve the expected rate of return while managing risks
- Determining which counters and funds to invest in and the investment amount
- Reviewing the Investment Policy annually and providing recommendations to the Board

The Investment Committee meets at least 4 times a year.

4. Human Resource

The Human Resource Committee was established to assist the Management and Board in implementing the Human Resource Policy of the organisation. Its responsibilities include:

- Establishing a fair-salary remuneration system that commensurates with other VWOs and relevant government agencies
- Advising on the development of Human Resource strategies and plans
- Review of Human Resource policies as and when required

The Human Resource Committee meets at least 2 times a year.

5. Information Technology

The Information Technology Committee reports to the Board on the management of MWS' IT assets. Its specific responsibilities include:

- Advising the Board on IT matters
- Overseeing the procurement of IT systems and equipment
- Conducting audit checks on computers, software to ensure compliance with law and regulations
- Establishing appropriate policies on IT systems, use of software

The Information Technology Committee meets at least 2 times a year.

6. Communications & Engagement

The Communications & Engagement Committee provides guidance and support in the area of community and corporate engagement, communications, fundraising, volunteer and donor management in order to meet MWS' objectives. Its specific responsibilities include:

- Advising on the development of plans and strategies such as publicity, media publications, engagement activities, fundraising campaigns
- Endorsing and approving expenditure on fundraising and communications
- Supporting MWS in developing relationships with corporations, churches, government agencies and individual donors

The Communications & Engagement Committee meets at least 2 times a year.

7. Nominations

The Nominations Committee is established to ensure an effective Board succession plan. It provides recommendations to the Board on the nomination of new Board members, re-nomination of current Board members, appointments to Centre Governance Committees and Working Committees.

Its specific responsibilities include:

- Developing selection criteria in recruiting Board members
- Identifying the skills, knowledge, experience and personal attributes required for the organisation
- Evaluating the effectiveness of the Board and identifying areas of improvement

The Nominations Committee meets at least once a year.

8. Chaplaincy

The Chaplaincy Committee was established to assist the Board in developing the chaplaincy programme within MWS. Its specific responsibilities include:

- Recommending suitable persons to the Bishop for appointment of MWS Chaplains and Assistant Chaplains
- Ensure Chaplains adhere to the code of conduct for ministry in a multi-religious context

The Chaplaincy Committee meets at least 4 times a year to review the plans and work of the ministry.

Working Committees' Meeting Attendance

Working Committee	Number of Members (A)	Total Number of Meetings (B)	Maximum Score (A*B)	Actual Score	Committee Attendance ²
Audit	4	2	8	8	100%
Finance	5	4	20	17	85%
Investment	5	4	20	14	70%
Human Resource	4	2	8	6	75%
Information Technology	3	2	6	6	100%
Communications & Engagement	3	2	6	3	50%
Chaplaincy	4	4	16	12	75%

Maximum score and actual score refer to the maximum and actual attendance in each committee respectively.

Actual score is derived from the sum of members' attendance in all meetings.

²Formula = Actual score/maximum score * 100%

Key Management Executives

Ms Junie Foo, MWS Group Executive Director

Appointed on 18 June 2018, Ms Foo was formerly Head, Global Corporates, Singapore; Global Subsidiary Banking, Corporate Banking Asia Oceania, Mitsubishi-UFJ Group.

Ms Fong Mee Sim, Group Director - Finance, Administration & Procurement

Appointed on 9 July 2007, Ms Fong formerly worked as Finance Manager for the Singapore Indoor Stadium and in audit firms in UK.

B. Human Resource Management

Talent Acquisition and Retention

Finding the right talent and retaining good ones continue to be key priorities for MWS. Over the past year, it has been observed that job seekers are recognising the immense potential in the growing social services and healthcare sector, and that comes with it multiple job opportunities and career paths.

To support the organisation’s goal in talent attraction and retention, MWS has been reviewing job grades, compensation scales and benefits to ensure they are benchmarked against industry standards. The organisation believes an equitable reward system supports the commitment to fair employment practices and will be critical to ensuring MWS remains an attractive employer.

Structured Career and Competency Development

A career and competency development framework will be created for all the different roles and job titles across MWS which include the clusters of Family Services, Community Eldercare Services and Residential Services; and Corporate Services.

This involves identifying the core competencies and knowledge needed by staff of each job grade to successfully carry out their assigned duties and be prepared for changes in the social services and healthcare sector. All staff have the opportunity to advance their skills and knowledge in their respective fields. Those with high potential are also offered scholarships to support them in fulfilling their career goals.

With this career and competency development framework, employees will see more structure and transparency in their career progression and development.

Staff Performance Review and Appraisal

The organisation has in place a performance review and appraisal system that is pegged to staff’s career and competency development plan. This alignment ensures staff are continually assessed on parameters that support MWS’ mission whilst experiencing career and personal growth.

The Human Resource framework which comprises the five elements of planning, monitoring, developing, assessing and rewarding, is expected to be completed in two years due to the complex nature of work, and the vast number of roles and job titles involved.

Annual Remuneration of 3 Highest Paid Staff

Salary Bands (in bands of 100,000)	Number
\$200,001 - \$300,000	3

The following parties are involved in setting the remuneration of key staff:

- MWS Chairperson or an EXCO member
- Human Resource Committee Chairperson
- Group Executive Director

C. Conflict of Interest Management

Conflict of Interest Policy

A system of checks and accountability is in place to ensure corporate governance. MWS has a conflict of interest policy to provide guidance in the decisions made by Board members, committees and senior management staff.

Board members and staff complete a conflict of interest declaration form annually and update the Board when there are changes to their interests. The declaration includes dealings with other charities, businesses, and vendors.

At Board meetings, members are reminded to declare conflicts of interest especially in discussions on financial transactions of the charity. Those who declare conflicts of interest will refrain from voting and participating in the discussion.

Declaration of any vested interests in business transactions or contracts³ will be done in writing to the Board Chairperson. Upon declaration, member/staff may participate in any quotation/tender exercise but must not be involved in the administration, evaluation and award of offer. The Board reserves the right to determine whether such persons may participate in the exercise.

³ Supply or provision of goods or services.

Whistle Blowing Policy

MWS is committed to the highest standard of ethical behaviour and sound corporate governance. MWS' whistle blowing policy ("Policy") complies with the Code of Governance and is intended to provide guidance to those who have concerns about possible irregularities or wrongdoing within the organisation. The Policy is adopted to ensure that members of staff would not suffer any detriment, or be fearful of the risk of reprisal, victimisation or other adverse repercussion, as a consequence of them raising their concerns in good faith.

D. Financial Management and Internal Control

Internal Control Systems

There is a Standard Operating Procedure for purchase requisition and appropriate financial approving authority limits for expenditure.

An independent Internal Auditor (IA) has been appointed by the Audit Committee to ensure that a robust system of internal controls are in place, and that financial policies are adhered to. The scope of IA extends to cover fundraising activities, as well as Human Resource Management policies, procedures and funding checks.

All our Centres are overseen by a Governance Committee which helps to provide effective governance at the Centre level, and ensure the proper usage of funds and compliance with regulatory requirements.

Budget Planning and Financial Information

The Finance Committee scrutinises yearly budgets to ensure that expenses and incoming funds are prudently projected. Audited financial statements are made available on our website to provide full disclosure for the benefit of all our stakeholders.

Reviews of Processes

Reviews of financial policies and procedures are conducted by the Internal Auditors (IA). The Board determines the areas of focus for the purposes of internal audit in any given year. The Audit Committee will work with IA to share its report and recommendations for the Board's endorsement. Recommendations to improve processes will be executed.

Board Opinion of Internal Controls

The Board is satisfied with the system of internal controls at MWS, and notes that control procedures are designed and implemented to address the financial, operational and compliance risks exposure.

Enhanced Framework for Risk Management

MWS is in the process of reviewing overall risk management and setting up a Risk Management Policy incorporating compliance, operational, reputation and strategic risks. The framework will formalise risk management activities across MWS. The process will highlight risks performed at three levels, namely, Strategic (Board and Committees), Function (Group Executive Director and Corporate Services Management Team), and Transactional (centres and departments).

Financial Policies

Reserves and Restricted Funds Policy

Reserves are maintained to provide working capital and enable MWS to develop over the longer term. Designated Funds and Restricted Funds are donations or grants received that are set aside for specific projects and expensed, in accordance with donors' wishes or stipulated by government ministries. The reserves are not expected to exceed the equivalent of 2 years' expenditure of MWS.

Policy Governing Loans made to Related and External Parties

MWS does not offer loans to any related and external party.

Policy Governing Donations made to External Parties

The policy pertains to the provision of assistance in any relief work including relief of poverty, alleviation of ignorance of the disadvantaged and distressed in the community and support for any local charity or/and any local institution, society or club, whose purposes align with MWS.

All requests must be assessed by the Group Executive Director and approved by the Board of Governance. The maximum quantum for each request shall not exceed \$120,000 per year.

Investment Policy

The aim of MWS investment activities is to preserve its capital, achieving a yield of 3% higher than bank deposit rates and managing the investment funds on a long-term basis.

The Board approves the amount for investment as well as instruments that include but not limited to equities, government and statutory board bonds, corporate bonds, cash and bank deposits.

E. Conduct of Fundraising Activities

Fundraising Activities	Receipts (Rounded off)	Purpose	Efficiency Ratio*
MWS Fellowship on the Greens 2018 (11 July 2018)	\$381,430	Channelled to MWS centres and programmes	16%
MWS Hong Bao Donation Drive (February 2019)	\$115,307	Channelled to MWS centres and programmes	3%
The Giving Methodist 2019 (6 March to 13 April 2019)	\$255,626 [^]	Channelled to MWS centres and programmes	17%

*Computation of Fundraising Efficiency Ratio stipulated by Charity Council:

$$\left[\frac{(\text{Direct Fundraising Expenses} + \text{Sponsorships in cash})}{(\text{Receipts} + \text{Sponsorships in cash})} \times 100\% \right] < 30\%$$

[^]Receipts for FY2018/19 ending 31.03.2019.

The campaign was held from 06.03.2019 to 13.04.2019.

F. Code of Governance Evaluation Checklist (FY2018/19)

S/N	Code Description	Code ID	Compliance	Please provide explanation if your charity is unable to comply with the Code guidelines, or if the guidelines are non-applicable
Board Governance				
1.	Are there Board members holding staff appointments?		No	
2.	If the governing instrument permits staff to become Board members, they should comprise not more than one-third of the Board.	1.1.2		
3.	Staff does not chair the Board.	1.1.2		
4.	There is a maximum term limit of four consecutive years for the Treasurer position (or equivalent, e.g. Finance Committee Chairman).	1.1.6	Complied	
5.	The Board conducts regular self-evaluation to assess its performance and effectiveness.	1.1.10	Complied	
6.	There are Board committees (or designated Board members) with documented terms of reference.	1.2.1	Complied	
7.	The Board meets regularly with a quorum of at least one-third or at least three members, whichever is greater (or as required by the governing instrument).	1.3.1	Complied	
Conflict of Interest				
8.	There are documented procedures for Board members and staff to declare actual or potential conflicts of interest to the Board.	2.1	Complied	
9.	Board members do not vote or participate in decision-making on matters where they have a conflict of interest.	2.4	Complied	

S/N	Code Description	Code ID	Compliance	Please provide explanation if your charity is unable to comply with the Code guidelines, or if the guidelines are non-applicable
Strategic Planning				
10.	The Board reviews and approves the vision and mission of the charity. They are documented and communicated to its members and the public.	3.1.1	Complied	
11.	The Board approves and reviews a strategic plan for the charity to ensure that the activities are in line with its objectives.	3.2.2	Complied	
Human Resource Management				
12.	The Board approves documented human resource policies for staff.	5.1	Complied	
13.	There are systems for regular supervision, appraisal and professional development of staff.	5.6	Complied	
14.	There is a system to address grievances and resolve conflicts.	5.11	Complied	
Financial Management and Controls				
15.	The Board ensures internal control systems for financial matters are in place with documented procedures.	6.1.2	Complied	
16.	The Board ensures reviews on the charity's controls, processes, key programmes and events.	6.1.3	Complied	
17.	The Board approves an annual budget for the charity's plans and regularly monitors its expenditure.	6.2.1	Complied	
18.	The charity discloses its reserves policy in the annual report.	6.4.1	Complied	
19.	Does the charity invest its reserves? (Skip question 20 if "No")		Yes	
20.	The charity invests its reserves in accordance with an investment policy approved by the Board. It obtains advice from qualified professional advisors, if deemed necessary by the Board.	6.4.4	Complied	

S/N	Code Description	Code ID	Compliance	Please provide explanation if your charity is unable to comply with the Code guidelines, or if the guidelines are non-applicable
Fundraising Practices				
21.	Donations collected are properly recorded and promptly deposited by the charity.	7.2.2	Complied	
Disclosure and Transparency				
22.	The charity makes available to its stakeholders an annual report that includes information on its programmes, activities, audited financial statements, Board members and executive management.	8.1	Complied	
23.	Are Board members remunerated for their Board services? (Skip questions 24 and 25 if "No")		No	
24.	No Board member is involved in setting his or her own remuneration.	2.2		
25.	The charity discloses the exact remuneration and benefits received by each Board member in the annual report.	8.2		
26.	Does the charity employ paid staff? (Skip questions 27 and 28 if "No")		Yes	
27.	No staff is involved in setting his or her own remuneration.	2.2	Complied	
28.	The charity discloses in its annual report the annual remuneration of its three highest paid staff who each receives remuneration exceeding \$100,000, in bands of \$100,000. If none of its top three highest paid staff receives more than \$100,000 in annual remuneration each, the charity discloses this fact.	8.3	Complied	
Public Image				
29..	The charity accurately portrays its image to its members, donors and the public.	9.1	Complied	



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