

# CORPORATE GOVERNANCE

## DSA BOARD OF MANAGEMENT

DSA is governed by a Board of Management comprising 10 elected members and two co-opted members. The members of the Board of Management are volunteers who hold office for a term of two years. The Secretariat for the Board of Management is the Executive Director.

All Board of Management members are independent and do not receive any remuneration for their services to the organisation. Board members are elected, at the Annual General Meeting (AGM) based on their knowledge, skills expertise, experience and ability to contribute to the development of the Association.

The Board of Management conducts its affairs as set out in the DSA Constitution and its Terms of Reference. It provides strategic direction and oversight of its programs, services and objectives, and to steer the charity towards fulfilling its vision and mission through good governance.

To assist the Board of Management in the execution of its duties, the Board of Management has delegated specific functions to various sub-committees. These sub-committees operate within the Terms of Reference approved by the Board of Management and meet regularly, as needed for the schedule of the Board of Management and the meetings are recorded and subsequently tabled at Board meetings. Board members also sit on sub-committees to provide oversight.

## BOARD MEETINGS

The Board of Management meets not less than once every two (2) months to review the results and performance of the Association and its plans and programs. A total of six meetings and one AGM were held during the period under review. The following sets out the individual Board member's attendance at the meetings:

### FOR THE PERIOD 1 JANUARY 2020 TO 31 DECEMBER 2020

Board Member	Designation for Term 2020	Date of last appointment	Attendance at Board meetings (Committee Meetings)	Reason(s) for serving 10 years or more on the Board
Mr Ratnasabapathy Sivanandam	Chairman	17 November 2018	6/6	A founding member of DSA who provides institutional knowledge and experience, relevant contacts, independent and objective judgement, and integrity
Ms Li Shu Yun	Deputy Chairperson	17 November 2018	6/6	N/A
Ms Monica Kan Lai Lai	Honorary Secretary	17 November 2018	6/6	Provides institutional knowledge and experience, relevant contacts, independent and objective judgement, and integrity

Mr Alex Yan Chun We	Honorary Treasurer	17 November 2018	5/6	N/A
Mr Gerard Lim Ju Boon	Member	17 November 2018	3/6	N/A
Mr Arjun Chandrasekhar	Member	17 November 2018	5/6	N/A
Mr Prabhakaran Gopalan Nair	Member	17 November 2018	6/6	N/A
Ms Tan Peck Joo	Member	17 November 2018	6/6	N/A
Mr Chan Wing Git	Member	17 November 2018	5/6	N/A
Mr Roderick Tan Tiong Own	Immediate Past Chairperson	17 November 2018	0/6	Provides institutional knowledge and experience, relevant contacts, independent and objective judgement, and integrity
Ms Lia Marahusin	Member (Co-opted)	19 October 2019	6/6	N/A
Mr Adrian Foo Qijing	Member (Co-opted)	22 July 2020	3/3	N/A

## CONFLICT OF INTEREST POLICY

DSA has a conflict of interest policy and operating procedures are in place to avoid or manage situations of any actual or perceived conflicts of interest. All Board members, Chairpersons, members of its sub-committees and staff of DSA are required to read and understand the Association's conflict of interest policy and make a full disclosure of interests, relationships and holdings that could potentially result in a conflict of interest. All stakeholders fully complied with the conflict of interest policy and also abstain and do not participate in decision-making on matters where they have a conflict of interest.

## WHISTLE BLOWING POLICY

DSA is committed to serving with integrity and compliance with regulations. DSA has a whistle-blowing policy which provides an avenue for individuals to report wrongdoing or improprieties in financial or other matters within the charity safely and without fear of repercussion.

## RISK MANAGEMENT AND INTERNAL CONTROLS

The Board of Management has overall responsibility of the charity's key risks to safeguard its interests and its assets. The Board of Management has an oversight function, ensuring that processes are in place, and are adequate and effective in fulfilling its mission. The Audit Committee assists the Board of Management in providing risk management oversight while the ownership of day-to-day management and monitoring of the Association's existing internal control systems are delegated to the Executive

Team. To provide reasonable assurance that the internal controls over its key processes are operating effectively, as designed and implemented, DSA conducts an internal and external audit regularly to manage and monitor its internal control systems.

## RESERVES MANAGEMENT

DSA has a reserves policy for long term stability of its operations, and it ensures that there are sufficient resources to support the Association in the event of unforeseen circumstances. DSA aims to have two years of its annual operating budget to meet its operational requirements. The reserve level is reviewed yearly by the Board of Management to ensure that the reserves are adequate to fulfill the Association's continuing obligations.

## FUNDRAISING PRACTICES

DSA always conducts its fundraising practices in an ethical and transparent manner and in line with the Fundraising Guidelines by the Charity Council.

## DISCLOSURE AND TRANSPARENCY

The Board of Management adheres to regular evaluation of its performance and effectiveness and ensures compliance with requirements in the Code of Governance. The Association makes available to its stakeholders an annual report that includes information on its governance, programs, activities, services, audited financial statements, Board members and Executive Management Team. The latest annual report including the audited financial statements is accessible via the DSA website.

# GOVERNANCE

## EVALUATION CHECKLIST



S/N	Code guideline	Code ID	Compliance
	<b>Board Governance</b>		
1	<b>Induction and orientation</b> are provided to incoming governing board members upon joining the Board.	1.1.2	Complied
	<b>Are there governing board members holding staff<sup>1</sup> appointments?</b> (skip items 2 and 3 if "No")		No
2	Staff does <b>not chair</b> the Board and does <b>not comprise more than one third</b> of the Board.	1.1.3	Not Applicable
3	There are written job descriptions for the staff's executive functions and operational duties, which are distinct from the staff's Board role.	1.1.5	Not Applicable
4	The Treasurer of the charity (or any person holding an equivalent position in the charity, e.g. Finance Committee Chairman or a governing board member responsible for overseeing the finances of the charity) <b>can only serve a maximum of 4 consecutive years</b> .  If the charity has not appointed any governing board member to oversee its finances, it will be presumed that the Chairman oversees the finances of the charity.	1.1.7	Complied
5	All governing board members must submit themselves for <b>re-nomination and re-appointment</b> , at least once every 3 years.	1.1.8	Complied
6	The Board conducts <b>self-evaluation</b> to assess its performance and effectiveness once during its term or every 3 years, whichever is shorter.	1.1.12	Complied
	<b>Is there any governing board member who has served for more than 10 consecutive years?</b> (skip item 7 if "No")		Yes
7	The charity discloses in its annual report the <b>reasons for retaining the governing board member who has served for more than 10 consecutive years</b> .	1.1.13	Complied
8	There are <b>documented terms of reference</b> for the Board and each of its committees.	1.2.1	Complied
	<b>Conflict of Interest</b>		
9	There are documented procedures for governing board members and staff to declare actual or potential <b>conflicts of interest</b> to the Board at the earliest opportunity.	2.1	Complied
10	Governing board members <b>do not vote or participate</b> in decision making on matters where they have a conflict of interest.	2.4	Complied
	<b>Strategic Planning</b>		
11	The Board <b>periodically reviews and approves the strategic plan</b> for the charity to ensure that the charity's activities are in line with the charity's objectives.	3.2.2	Complied
	<b>Human Resource and Volunteer<sup>2</sup> Management</b>		
12	The Board approves <b>documented human resource policies</b> for staff.	5.1	Complied
13	There is a <b>documented Code of Conduct</b> for governing board members, staff and volunteers (where applicable) which is approved by the Board.	5.3	Complied
14	There are processes for regular supervision, appraisal and professional development of staff.	5.5	Complied
	<b>Are there volunteers serving in the charity?</b> (skip item 15 if "No")		Yes
15	There are <b>volunteer management policies</b> in place for volunteers.	5.7	Complied
	<b>Financial Management and Internal Controls</b>		
16	There is a documented policy to seek the Board's approval for any loans, donations, grants or financial assistance provided by the charity which are not part of the charity's core charitable programmes.	6.1.1	Complied

17	The Board ensures that <b>internal controls for financial matters</b> in key areas are in place with <b>documented procedures</b> .	6.1.2	Complied
18	The Board ensures that reviews on the charity's internal controls, processes, key programmes and events are regularly conducted.	6.1.3	Complied
19	The Board ensures that there is a process to <b>identify, and regularly monitor and review</b> the charity's <b>key risks</b> .	6.1.4	Complied
20	The Board approves an <b>annual budget</b> for the charity's plans and regularly monitors the charity's expenditure.	6.2.1	Complied
	<b>Does the charity invest its reserves (e.g. in fixed deposits)?</b> (skip item 21 if "No")		Yes
21	The charity has a <b>documented investment policy</b> approved by the Board.	6.4.3	Complied
	<b>Fundraising Practices</b>		
	<b>Did the charity receive cash donations (solicited or unsolicited) during the financial year?</b> (skip item 22 if "No")		Yes
22	All collections received (solicited or unsolicited) are <b>properly accounted for and promptly deposited</b> by the charity.	7.2.2	Complied
	<b>Did the charity receive donations in kind during the financial year?</b> (skip item 23 if "No")		Yes
23	All donations in kind received are <b>properly recorded and accounted for</b> by the charity.	7.2.3	Complied
	<b>Disclosure and Transparency</b>		
24	The charity discloses in its annual report – (a) the number of Board meetings in the financial year; and (b) the attendance of every governing board member at those meetings.	8.2	Complied
	<b>Are governing board members remunerated for their services to the Board?</b> (skip items 25 and 26 if "No")		No
25	<b>No</b> governing board member is involved in setting his own remuneration.	2.2	Not Applicable
26	The charity discloses the <b>exact</b> remuneration and benefits received by each governing board member in its annual report. OR The charity discloses that no governing board member is remunerated.	8.3	Not Applicable
	<b>Does the charity employ paid staff?</b> (skip items 27, 28 and 29 if "No")		Yes
27	No staff is involved in setting his own remuneration.	2.2	Complied
28	The charity discloses in its annual report – (a) the total annual remuneration for <b>each of its 3 highest paid staff</b> who each has received remuneration (including remuneration received from the charity's subsidiaries) <b>exceeding \$100,000</b> during the financial year; and (b) whether any of the 3 highest paid staff also serves as a governing board member of the charity. The information relating to the remuneration of the staff must be presented in bands of \$100,000. OR The charity discloses that <b>none</b> of its paid staff receives more than \$100,000 each in annual remuneration.	8.4	Complied
29	The charity discloses the number of paid staff who satisfies all of the following criteria: (a) the staff is a close member of the family <sup>3</sup> belonging to the Executive Head <sup>4</sup> or a governing board member of the charity; (b) the staff has received remuneration exceeding \$50,000 during the financial year.  The information relating to the remuneration of the staff must be presented in bands of \$100,000. OR The charity discloses that there is <b>no</b> paid staff, being a close member of the family belonging to the Executive Head or a governing board member of the charity, who has received remuneration exceeding \$50,000 during the financial year.	8.5	Complied
	<b>Public Image</b>		
30	The charity has a <b>documented communication policy</b> on the release of information about the charity and its activities across all media platforms.	9.2	Complied