



**SOCIETY FOR CORPORATE
GOVERNANCE NIGERIA**

Leadership and Integrity

2024 Annual Report & Financial Statements

ABOUT THE SOCIETY

The Society for Corporate Governance Nigeria (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)
- Mrs. Chioma Mordi (CEO)
- Prof. Fabian Ajogwu, SAN, OFR
- Mrs. Clare Omatseye
- Mr. Ibrahim Dikko
- Mr. Adetunji Oyebanji
- Mrs Nkemdilim Uwaje Begho
- Prof. Olayinka David-West
- Ms. Rabi Isma
- Ms. Koosum Kalyan
- Prof. Kenneth Amaeshi

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).

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CORPORATE INFORMATION

Board of directors

Mr. Muhammad K. Ahmad OON (President)
Mrs. Chioma Mordi (CEO)
Prof. Fabian Ajogwu, SAN, OFR
Mrs. Clare Omatseye
Mr. Ibrahim Dikko
Mr. Adetunji Oyebanji
Mrs Nkemdilim Uwaje Begho
Prof. Olayinka David-West
Ms. Rabi Isma
Ms. Koosum Kalyan
Prof. Kenneth Amaeshi

Registration number

RC 620268

Registered office

5B, Lawani Odunloye Street,
Off Palace Way, Oniru
Victoria Island
Lagos

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

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Society for Corporate Governance Nigeria Ltd/ Gte ("the Society") shall be held at the Ball Room, Oriental Hotel, Victoria Island, Lagos, on **Tuesday, November 26, 2024**, at **5:00 pm 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, 2024, and the Report of the Auditors thereon; and
2. To approve the appointment of Professor Kenneth Amaeshi as Director of the Society.
3. To re-appoint Auditors.

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 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 the 1st day of November 2024 by Order of the Board.



KP NOMINEES LIMITED

**KP NOMINEES LTD
FRC/2014/00000003803
Company Secretary**

 +234 703 157 2499
+234 803 763 8141

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

 info@corpgovnigeria.org
www.corpgovnigeria.org

Board of Directors: Mr. Muhammad K. Ahmad, OON (President & Chairman of the Board); Mrs. Chioma Mordi (Managing Director/CEO); Prof. Fabian Ajogwu, SAN, OFR; Mrs. Clare Omatseye; Ms. Koosum Kalyan; Ms. Rabi Isma; Mrs. Nkemdilim Uwaje Begho; Mr. Adetunji Oyeboji; Mr. Ibrahim Dikko; Prof. Olayinka David-West; Prof. Kenneth Amaeshi

The Society for Corporate Governance Nigeria Limited Guarantee (Register Not-for-profit No. 620, 268) is committed to the development of Corporate Governance

LETTER FROM THE PRESIDENT OF THE SOCIETY

 ***Despite the volatility in the global economy and the specific hurdles faced within Nigeria, ...the Society has remained at the forefront of driving improvements in corporate governance in the country,*** 

Dear Esteemed Members, Partners, and Stakeholders,

On behalf of the Board, I am honoured to welcome you to the 15th Annual General Meeting (AGM) of the Society for Corporate Governance Nigeria. As we gather here today to reflect on the progress of the past year, it is with great pleasure that I address you as we close another successful year. I would also like to take this opportunity to warmly welcome our new Directors, Ms. Rabi Isma and Ms. Koosum Kalyan, as well as the new members who have recently joined us marking their first AGM as part of our esteemed society.

As we present the Annual Report, I reflect on a year marked by both significant challenges and notable achievements. Despite the volatility in the global economy and the specific hurdles faced within Nigeria, I am proud to report that the Society has remained at the forefront of driving improvements in corporate governance in the country, strengthening the resilience of businesses, and contributing to the broader goal of creating a more transparent, accountable, and sustainable business environment.

While the macroeconomic environment has created a challenging landscape for businesses, it has also highlighted the critical need for robust corporate governance. Companies that have adopted effective governance frameworks, characterised by transparency, accountability, and strategic risk management, have been better equipped to navigate these turbulent times.

We recognise that strong corporate governance is a critical tool for businesses to manage risks, navigate regulatory changes, and build long-term sustainability. In the period under review, through our various programmes and strategic partnerships, the Society's efforts were centred on providing practical support and leadership to help organisations confront these economic challenges head-on.

To this end, the Society delivered training programmes aimed at equipping business leaders with the essential skills to navigate the business environment. Our training programs addressed a range of critical topics, including Data Privacy, Cybersecurity, AI Governance, ESG (Environmental, Social, and Governance), Board Leadership, Board Dynamics, and more. These sessions provided

practical insights and strategies to help leaders strengthen their governance practices and stay ahead of emerging challenges in today's business landscape.

In addition to our programmes and training, the Society continued to produce insightful research and publications that provide a deeper understanding of the corporate governance landscape in Nigeria. During the period in review, the Society published four publications which include; **Understanding Financial Reporting, Governance & the Role of Directors** (Second Edition), **Corporate Governance and Sustainability Reporting: A Review of the Top 30 Most Capitalised Companies on the Nigerian Exchange 2024**, **26th and 27th Edition of the Bi-Annual Journal of Corporate Governance**. These publications serve as valuable resources for business leaders, policymakers, and governance professionals, offering critical analysis, best practices, and thought leadership on corporate governance trends, challenges, and opportunities in Nigeria.

The Society continues to champion diversity and inclusion as core principles of effective corporate governance. In celebration of International Women's Day, we hosted the third edition of our International Women's Day Roundtable, centred on the theme **"Inclusive Leadership: Harnessing Diversity for Innovation, Resilience, and Sustainable Success."** This event aimed to highlight the transformative power of diversity in leadership roles, exploring how inclusive practices foster innovation, strengthen organisational resilience, and contribute to long-term, sustainable success. Through this initiative, we reaffirmed our commitment to promoting a governance culture that values and supports the advancement of all individuals, regardless of gender, in shaping the future of business.

Our commitment to startups was also demonstrated through the successful third edition of the Roundtable for Startups and SMEs with the theme **"Building Reputation and Trust for Sustainable Growth"**. The Roundtable was designed not only to address the unique needs of startups but also to help them integrate best practices in governance from the outset, ensuring that they are equipped to grow responsibly and sustainably. By providing practical insights and guidance, the Roundtable aimed to

empower emerging businesses with the tools they need to build a solid reputation, foster trust, and position themselves for responsible and sustainable growth in the marketplace.

Our membership remains a cornerstone of the Society's strength and success. Over the past year, we have made significant strides in expanding and diversifying our membership base. To further enhance the value, we offer to our members, the Society hosted a series of engaging and impactful sessions, both virtually and in-person, fostering a dynamic environment for learning, knowledge-sharing, and professional development. These sessions provided valuable insights into key topics shaping the corporate governance landscape, equipping our members with the knowledge and tools to address current challenges and seize opportunities in an evolving business environment.

Furthermore, the Society has actively pursued strategic partnerships with both national and international institutions that share our commitment to advancing corporate governance. These collaborations include prominent organisations such as the Enterprise Development Centre (EDC) of Pan-Atlantic University, the Swiss Board School, the International Corporate Governance Network (ICGN), the Financial Reporting Council (FRC) of Nigeria, KPMG, and several other esteemed entities. These alliances have strengthened our efforts to promote best practices, foster knowledge exchange, and drive impactful change in corporate governance both locally and globally.

It is noteworthy to mention that as part of the efforts of the society in continuous engagement with regulators and industry stakeholders, the society collaborated with the Financial Reporting Council (FRC) of Nigeria in the development of the Draft Exposure of the Corporate Governance Codes for the Public Sector. Also, in the same vein, in our drive to ensure ethics and best practices in every sector of the economy, the society opened a Centre for Public Sector Governance (CPSG). This new arm will be dedicated to promoting best practices and enhancing governance within the public sector. The Centre was launched on Tuesday, November 19, 2024 under the distinguished chairmanship of Dr. Ernest Ndukwe OFR.

Finally, the society, during the period in review hosted its 15th Annual Corporate Governance Conference, which provided a platform for key stakeholders, including business executives, governance professionals, and policymakers, to come together and discuss the dynamics of corporate governance, sustainability, and resilience in today's business

environment. With the theme **Corporate Survival and Sustainability: The New Face of Governance**, the conference explored the urgent need for companies to integrate sustainability and sound governance as core components of their survival strategies.

I would like to express my sincere gratitude to all our speakers in our various programmes as well as our esteemed sponsors, contributors and faculties. Also, I wish to acknowledge the invaluable contributions of our auditors, PricewaterhouseCoopers (PwC), and our Company Secretary and Legal Advisors, KP Nominees. Their professionalism and support have been key in helping us maintain the highest standards of governance.

I would also like to commend the exceptional resilience and efforts of our dedicated staff and esteemed board members for their unwavering commitment to our mission. Your collective efforts have been instrumental in ensuring that the Society continues to lead the charge in promoting best practices in corporate governance in Nigeria. The challenges of the past year were significant, yet our resilience as a community has proven that we can rise above adversity and chart a course for sustainable growth.

In closing, I would like to extend my sincere thanks to all our members, partners, and stakeholders for your continued support. Your commitment to advancing corporate governance in Nigeria has been a vital part of helping businesses navigate the complexities of the past year. The road ahead may present new challenges, but with your continued collaboration, I am confident that we can achieve even greater strides in strengthening the resilience of our businesses and ensuring their long-term sustainability. Together, we will continue to shape the future of corporate governance in Nigeria, positioning businesses not just to survive, but to thrive in an increasingly complex and dynamic global environment. I look forward to another year of progress and partnership as we work toward building a more transparent, accountable, and sustainable business ecosystem for generations to come.



Mr. Muhammad K. Ahmad OON
*Board Chairman and President,
Society for Corporate Governance Nigeria*

LETTER FROM THE MANAGEMENT 'S DESK



Globally, the need for strong corporate governance was underscored by increasing focus on issues like sustainability, equity, and technological disruption. At the Society, we recognised the need for heightened corporate governance standards in the face of these challenges.



It is my pleasure to welcome you to the 15th Annual General Meeting of our great Society.

The past year has been one of both significant challenges and meaningful progress. Globally, the year was marked by geopolitical tensions, the ongoing struggle against climate change, advancements in artificial intelligence and automation, and heightened social movements advocating for equity and justice. At the same time, shifts in consumer behaviour and preferences have forced businesses worldwide to rethink their strategies.

In Nigeria, the year was equally eventful. The inauguration of a new government, coupled with significant developments in the macroeconomic environment, created both challenges and opportunities for businesses. Among the most notable events were the unification of the exchange rates, the removal of fuel subsidies, major shifts in fiscal and monetary policies, inflationary pressures, and fluctuating oil prices. These factors contributed to an environment of heightened uncertainty, placing pressure on organisations and corporate governance structures.

For us at the Society, this turbulence presented both challenges and opportunities. Our organisation, like many others, had to navigate these disruptions while remaining true to our mission of promoting high standards of corporate governance in Nigeria. Despite these challenges, we remained resolute in its mission to advocate for improved corporate governance practices across Nigeria. Our commitment to advancing governance standards and fostering a transparent, accountable, and ethical business environment remains steadfast.

While the economic turbulence posed a challenge, it also underscored the need for robust corporate governance systems.

Globally, the need for strong corporate governance was underscored by increasing focus on issues like sustainability, equity, and technological disruption. At the Society, we recognised the need for heightened corporate governance standards in the face of these challenges. The significant global and local shifts,

such as the growing importance of Environmental, Social, and Governance (ESG) issues and the rapid advancement of technology, provided a clear reminder that corporate governance structures must be resilient, adaptive, and forward-thinking.

In response to the global and local challenges, SCGN focused on several key strategic priorities, all aimed at ensuring that corporate governance in Nigeria remains resilient, forward-looking, and capable of adapting to change.

BOARD EVALUATION AND CORPORATE GOVERNANCE AUDIT

In the period under review, the Society conducted twenty-seven (27) board evaluations and four (4) corporate governance audits.

These activities were designed to assess and enhance the effectiveness of board operations, strengthen governance practices, and ensure compliance with both local and international governance standards. Through these evaluations and audits, we provided valuable insights to organisations, helping them improve their governance structures, identify areas for improvement, and align their practices with industry best standards. The evaluations also aimed to assess the performance of individual board members, ensuring that leadership is both effective and responsive to the organisation's strategic goals.

ESTABLISHMENT OF CORPORATE GOVERNANCE FRAMEWORK

In the reporting period, the Society successfully established comprehensive corporate governance frameworks for two (2) organisations, enabling them to adopt governance structures and practices that align with best practices in corporate governance. These frameworks were carefully tailored to the unique needs and operational contexts of each organisation, incorporating principles such as transparency, accountability, and ethical business conduct. The frameworks also provided guidance on risk management, board composition, and stakeholder engagement, helping the organisations ensure long-term sustainability, compliance with regulatory requirements, and effective oversight of their business activities.

BOARD RECRUITMENT

As part of its ongoing efforts to strengthen board structures and ensure the right expertise at the decision-making level, the Society facilitated the recruitment of a total of five (5) new board members for four (4) different companies during the review period. This included the recruitment of one (1) Independent Non-Executive Director (INED) and four (4) Non-Executive Directors (NEDs). These appointments were made following thorough assessments of each company's specific needs, ensuring that the new board members possessed the necessary skills, experience, and independence to drive strategic direction, provide oversight, and contribute to the long-term growth of the organisations. The recruitment process was conducted in line with the principles of diversity, fairness, and merit-based selection.

BOARD LEADERSHIP INTERVIEW SERIES

The Board Leadership Interview Series is an initiative by the Society designed to create a platform for boardroom leaders, governance experts, and industry professionals to share insights and experiences on effective corporate governance practices. This initiative aims to promote knowledge exchange and foster a deeper understanding of the evolving governance landscape, particularly within the Nigerian context.

In the period under review, the Society hosted a highly insightful interview with Mr. Adetunji Oyebanji, the Managing Director/CEO of 11plc. The interview focused on key governance challenges and opportunities in Nigeria's oil and gas sector, which has its own unique set of regulatory, operational, and sustainability challenges. Mr. Oyebanji discussed the importance of establishing strong corporate governance frameworks that not only promote transparency and accountability but also ensure that companies in the oil and gas industry can navigate the complexities of regulatory compliance, environmental sustainability, and stakeholder management. He also shared his personal experiences in guiding 11plc through industry-specific challenges, providing a valuable perspective on leadership and governance in one of the most critical sectors of the Nigerian economy.

- Mr. Adetunji Oyebanji, Managing Director of 11Plc (formerly Mobil Nigeria),
https://youtu.be/ttyz86iyf5k?si=x_a1IRU9yRdcNBH_u

This interview was disseminated across our social media platforms to reach a wider audience, increase awareness about corporate governance best

practices, and further engage with our members and the broader business community.

RESEARCH AND PUBLICATIONS

The department is proud to have published four (4) books. These publications were presented at our Annual Corporate Governance Conference held on **October 10th 2024.**

Understanding Financial Reporting, Governance & the Role of Directors (Second Edition) –

This publication marks a significant milestone in our commitment to enhancing financial literacy and compliance within our organisation. It serves as an invaluable resource for board members seeking to enhance their financial literacy.

This book offers a structured approach to demystifying complex financial data and integrating it into effective governance practices. With a foreword by Mr. Uyi Akpata, Country Senior Partner at PwC Nigeria and Regional Senior Partner for the West Market Area (2015 to 2023), along with a preface by Adetunji Oyebanji, Managing Director of 11 Plc (formerly Mobil Oil Nigeria Plc), this revised edition equips directors with the tools needed to navigate financial reporting and make informed strategic choices.

This book is comprised of nine chapters which provide in-depth discussion in key areas such as governance and regulatory framework in financial reporting, core concepts and structure of financial statements and sustainability matters that are increasingly relevant to boards of directors and their decision-making processes. It covers a range of topics including, Directors as a company's stakeholder group, Understanding and analyzing financial statements, Governance: Internal Controls over Financial Reporting, Legal and regulatory framework for Corporate Governance in Nigeria, Sustainability Reporting and ESG Framework.

Corporate Governance and Sustainability Reporting: A review of the Top 30 Most Capitalized Companies on the NGX (2024) –

It examines the governance structures and sustainability initiatives of the top thirty most capitalized companies on the Nigerian Exchange, offering invaluable insights into corporate practices and responsibilities.

The foreword by Mr. Olufemi Shobanjo, Chief Executive Officer of NGX Regulation Limited, and the preface by Mrs. Nkemdilim Uwaje Begho, Managing Director of Future Software Resources, emphasize the importance of strong governance and sustainability in today's corporate environment.

The book is divided into four parts (Parts A-D).

Part A –features contributions from notable organizations;

- **Shared Value Africa Initiative** on “Integrating Value Creation into Sustainability Reporting: Charting a Path to Africa's Future”,
- **PricewaterhouseCoopers Chartered Accountants** on “Corporate Governance in Sustainability Reporting”,
- **ALN Nigeria/Aluko & Oyebo** on “Regulatory Compliance as a Function of Corporate Governance: Trends in Enforcement”,
- **ESG In Action** on “Future-Proof Your Corporate Governance Framework to Drive Stakeholder Value”,
- **PWR Advisory** on “Profit and Purpose: Charting a Path to inclusive Sustainability Reporting”, and
- **Kenna Partners** on “Examining the Need for Diversity, Equity, and Inclusion (DEI) as an Optimal Corporate Governance Practice”.

Part B assesses the corporate governance and sustainability reporting structure of the top thirty most capitalized companies on the Nigerian Exchange.

Part C explores the sectoral distribution of the companies, the female representation on the board of the thirty companies, and a pictorial analysis of the thirty capitalized companies based on sectors.

Finally, Part D concludes with an analysis of sustainability reporting of the featured companies and concludes with observations and recommendations to improve corporate governance and sustainability reporting in these companies.

This publication also includes advertising materials from nineteen companies (IIPIC, ALN/Aluko & Oyebo, AXA Mansard, ESG in Action, FBN Holdings, FRCN, JNCI, Kenna Partners, MOFI, MTN, NDIC, NPF MFB, PENCOM, PWC, PWR Advisory, Shared Value Initiative, Stanbic IBTC Bank, Stanbic Pension Managers, and Zenith Bank).

Bi-Annual Journal of Corporate Governance –

The department successfully published the 26th and 27th edition of the Bi-Annual Journal of Corporate Governance. These editions represent a cornerstone of the Society's commitment to research-based advocacy, aimed at advancing corporate governance standards, fostering dialogue and research that not only raises awareness but also inspires action.

These publications feature contributions from

distinguished researchers and thought leaders on key corporate governance topics including, integrating sustainability and ESG practices for better governance and long-term sustainability, examining opportunistic behaviours in Nigerian deposit money banks through agency and stewardship theories, addressing legal and governance challenges in holding corporate entities accountable for leaders' actions, exploring how strong governance frameworks can enhance social responsibility and financial success in Nigerian publicly traded companies.

Topics covered cut-across, corporate governance as a growth driver for small and medium enterprises in Nigeria, audit features and audit failure of big four firms in Nigeria, the future of ESG in corporate governance in Nigeria: trends and predictions, diversity in board composition: human and social capital perspectives, Nigeria and shareholder primacy: the neglect of critical stakeholders and the urgent need for reform, and the equilibrium between profitability and purpose in a stakeholder-centric governance approach: current governance issues, trends and future outlook.

Name of Contributors and title of articles featured in the 26th Edition:

- **Busayo Nsikak-Inyang-** Integrating Sustainability and ESG practices into the organisation for good Corporate Governance
- **Williams Mbwa Adiak, PhD-** Reconceptualising Agency, Stewardship: The Case of Opportunism in Nigerian Deposit Money Banks
- **Dickson. I. Chukwu, ESQ-** Vicarious Liability of Corporate Organisation, by the Acts of its Executives/Officers: A Corporate Governance Issue
- **Ahmadu Fidi Ahmadu-** The Effect of Quality Corporate Governance on Social and Financial Performances: The Case of Nigerian Listed Companies

Name of Contributors and title of articles featured in the 27th Edition:

- **Similoluwa Daramola-** Corporate Governance as a Growth Driver for Small and Medium Enterprises in Nigeria,
- **Audu Solomon Ibrahim, PhD and Ohwo Kensington Onajero, PhD-** Audit Features and Audit Failure of Big Four Firms in Nigeria,
- **Omowunmi Sanni, Grace Ama, and Boluwatife Atunrase-** The Future of ESG in Corporate Governance in Nigeria: Trends and Predictions,

- **Prof. Fabian Ajogwu, OFR, SAN and Abasiemediong Etuk-** Diversity in Board Composition: Human and Social Capital Perspectives,
- **Chief Victor O. Odiase, PhD, -** Nigeria and Shareholder Primacy: The Neglect of Critical Stakeholders and The Urgent Need for Reform, and
- **Ituah Imhanze And Amanda Abor-** The Equilibrium between Profitability and Purpose in a Stakeholder-Centric Governance Approach: Current Governance Issues, Trends and Future Outlook.

Video clip of the Book Launch for the three publications-

<https://drive.google.com/file/d/1dgbzCMaKxxqDh1a0fiVPUo8rFJeCeiaC/view?usp=sharing>

NEWSLETTERS AND BLOG POST

The Society published 12 online articles, which comprises of blog posts and newsletters for the period in review.

The “S” in ESG: Investing in Stakeholders' Wellbeing for a Sustainable Future.

Sustainability has become a mainstay in the business world, with Environmental, Social, and Governance (ESG) factors taking centre stage. While the “E” and “G” have long been priorities, [the “S” \(the social element\) is also a critical driver of long-term value creation and stakeholder trust.](https://corp.gov.nigeria.org/the-s-in-esg-investing-in-stakeholders-wellbeing-for-a-sustainable-future/) - The article was published in April 2024. The article was also published on our official website.

<https://corp.gov.nigeria.org/the-s-in-esg-investing-in-stakeholders-wellbeing-for-a-sustainable-future/>

Female representation on Corporate Boards in Nigeria witnesses a 2.5% growth in the last 4 years

The Society for Corporate Governance Nigeria has revealed that female representation on corporate boards in Nigeria experienced a 2.5% growth on average over the past four years. - This article was published in March 2024. The article was also published on Nairametrics website.

<https://nairametrics.com/2024/03/21/female-representation-on-corporate-boards-in-nigeria-witnesses-a-2-5-growth-in-the-last-4-years/>

Society for Corporate Governance Nigeria canvasses integration of environmental sustainability into business strategies

On the 16th of March 2024, The Society for Corporate Governance Nigeria successfully hosted an exclusive session virtually for its members titled “The ‘E’ in ESG:

The Impact of Biodiversity in Driving Business Resilience and Growth” - This article was published in April 2024. The article was also published on Nairametrics website.

<https://nairametrics.com/2024/05/22/society-for-corporate-governance-nigeria-canvasses-integration-of-environmental-sustainability-into-business-strategies/>

Building Stronger Communities: The Role of Corporate Governance in Driving Social Impact through ESG Investment.

More than ever, there has been an increase in the uptake of Environmental, Social, and Governance (ESG) investing principles by investors and organisations. As we have shown previously, this trend acknowledges that [non-financial factors play a crucial role](https://medium.com/society-for-corporate-governance-nigeria/building-stronger-communities-the-role-of-corporate-governance-in-driving-social-impact-through-3e7c1985d541) in corporate decision-making processes.- The article was published in May 2024. The article was shared on medium platform.

<https://medium.com/society-for-corporate-governance-nigeria/building-stronger-communities-the-role-of-corporate-governance-in-driving-social-impact-through-3e7c1985d541>

Effective Corporate Governance: A Tool for Managing Risk and Economic Uncertainty.

Prevailing economic uncertainty has given the global business landscape a rough ride in recent years. Major headlines highlighting this fact barely miss a week — interest rate hikes, rampant recession, companies announcing layoffs. - The article was published in June 2024. -The article was shared on medium platform.

<https://medium.com/society-for-corporate-governance-nigeria/effective-corporate-governance-a-tool-for-managing-risk-and-economic-uncertainty-7f922b55b85f>

5 Key Corporate Governance Strategies and Their Impact on Reputational Excellence

Small and medium-sized enterprises (SMEs) form the backbone of global economies. They account for 90% of businesses and more than 50% of employment worldwide. For these types of businesses, maintaining a good reputation is not just advantageous it is possibly the single most important driver of success. - The article was published in July 2024. -The article was shared on medium platform.

<https://medium.com/society-for-corporate-governance-nigeria/5-key-corporate-governance-strategies-and-their-impact-on-reputational-excellence-02250e83c389>

Today's Board Leadership: Navigating ESG Challenges and Opportunities

The world is currently facing unprecedented global challenges, such as climate change, destructive artificial intelligence, social inequality, and global migration. This trickles down to corporate boards as they experience a shift far beyond their traditional oversight functions. -The article was published in August 2024. The article was shared on medium platform.

<https://medium.com/society-for-corporate-governance-nigeria/todays-board-leadership-navigating-esg-challenges-and-opportunities-48c139e68252>

Adapting to Thrive: How Corporate Sustainability Drives Long-Term Success

Research shows that organisations with strong sustainability practices achieve 50% higher financial performance than their counterparts. This compelling [statistic](#) shows that integrating sustainability is crucial for long-term corporate success. - The article was published in September 2024. The article was shared on medium platform.

<https://medium.com/society-for-corporate-governance-nigeria/adapting-to-thrive-how-corporate-sustainability-drives-long-term-success-0034c2a546a4>

Newsletter

January- <https://mailchi.mp/corpgovnnigeria.org/scgn-august2023-newsletter-1160903>

February- <https://mailchi.mp/corpgovnnigeria.org/scgn-august2023-newsletter-1160935>

March- <https://mailchi.mp/corpgovnnigeria.org/scgn-august2023-newsletter-1160967>

April- <https://mailchi.mp/corpgovnnigeria.org/scgn-august2023-newsletter-1160987>

May- <https://mailchi.mp/corpgovnnigeria.org/scgn-august2023-newsletter-1161007>

June- <https://mailchi.mp/ee1ea01cbd94/scgn-august2023-newsletter-1161104>

July- <https://mailchi.mp/eac708ec8071/scgn-july2024-newsletter>

August- <https://mailchi.mp/corpgovnnigeria.org/scgn-august2024-newsletter-1161149>

September- <https://mailchi.mp/6eb4d002adef/scgn-september2024-newsletter-5366171>

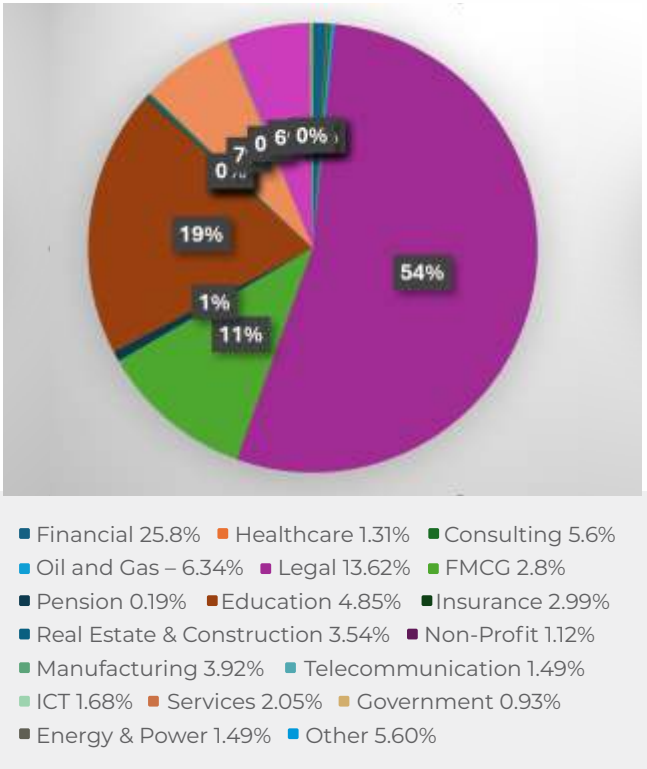
October- <https://mailchi.mp/corpgovnnigeria.org/scgn-october2024-newsletter-7417499>

OUR MEMBERSHIP COMMUNITY

The Society's membership base is currently 611 members

- 541 Individuals
- 38 corporates
- 32 Fellows

The membership base across all sectors are as follows:



The Society will also be inducting eighty-one (81) new individual members and six (6) corporates this year.

Members' Sessions

This is an initiative of the Society organised every quarter for its members to equip them with knowledge and build capacity, as well as keeping them abreast on corporate governance best practices.

The aim of the members' session is to serve as a platform to sell ourselves the authority and go to consultants for business sustainability and growth, whilst imprinting all our offerings in the minds of participants. The members' session aims to increase the SCGN brand visibility, create a platform for new membership and retain interest of existing members.

Members' sessions held in the period under review include:

The Impact of Biodiversity in Driving Business Resilience And Growth

The membership department held the first

members' session for 2024 on the topic "The Impact of Biodiversity in Driving Business Resilience and Growth". The session took place virtually on Thursday, 16th of May 2024 at 11:00 am.

The speaker for the session was Dr. Ania Grobicki, a Senior Water Advisor to the UN Food & Agriculture Organization and a Biodiversity Expert.

The areas of discussion include:

- The value of ESG performance to private companies (Environmental, Social and Governance standards)
- Biodiversity and the Sustainable Development Goals (SDGs)
- Nature as an asset class
- IFC Performance Standard 6: the gold standard for biodiversity conservation
- Examples of implementing PS6, from African companies
- Biodiversity tools for business compliance
- As important as the Paris Climate Agreement (2015): the Global Biodiversity Framework (2022)

The number of participants present at the session was 225 out of which 14 were non-members. Four members applications emanated from the session. At the end of the session, participants expressed that it was highly insightful and that the knowledge shared would be valuable in helping them implement sustainable practices in their businesses.

Risk Resilience and Management in Uncertain Times

The discussion was led by Ms. Koosum Kalyan, SCGN Director and the Chairperson for Control Risk for Southern Africa, a global specialist risk consultancy that helps to create secure, compliant, and resilient organisations. The session was held on Thursday, June 13th, 2024, at 10:00 am.

The session offered participants comprehensive guidance on:

- The role of the board in defining acceptable risk levels (risk appetite) and approving risk management policies.
- Best practices for identifying and managing risks across different areas of an organization, including preparing for unforeseen circumstances.
- How to establish a clear risk management framework, including defining risk appetite, communication strategies, and risk management plans.

- Understanding the role of stakeholder engagement in effective risk management and decision-making.

The number of attendees recorded was 103.

Attendees at the session confirmed that the session exceeded their expectations and praised the speaker's communication and delivery.

Fireside Chat - Navigating the Economic Quagmire: Corporate Governance Strategies to Mitigate Nigeria's Financial Challenges

The Society held its first fireside chat on Thursday, 18th July 2024. This event was led by Dr. Tunde Lemo, OFR, Former Deputy Governor Central Bank of Nigeria and Fellow of the Society. The moderator for the fireside chat was Mrs. Nkemdilim Uwaje Begho, CEO of Future Software, and Fellow of the Society.

The purpose of this fireside chat/members evening was to:

- Create an interactive environment where members can actively engage and network with each other.
- Teach members how to effectively apply corporate governance strategies to mitigate financial risks and enhance organisational stability.
- Offer opportunities for members to engage with industry experts and learn about the economic landscape and its implications for corporate governance best practices.
- Contribute to learning and insightful discussions on topics relevant to corporate governance and the financial sector.

The event was hosted by CIG Motors Company Limited, a corporate member of the Society, at their corporate office, Plot 7 Ligali Ayorinde, Victoria Island Lagos.

Number of members in attendance was 105.

2024 Pre-induction Workshop

The Pre-induction Workshop is organised to help new members get acquainted with the Society, its offerings, and achievements over the years. The 2024 Pre-Induction Workshop was held on Thursday, 21st November 2024 for the 87 newly approved applicants and themed "The Role of Corporate Governance in Sustainable Business Growth" facilitated by Mr. Sam Cookey, Jr, CEO of CG & QMS and member of the Society.

PROGRAMMES AND TRAINING

The society successfully carried out nine (9) open training courses, two (2) board enhancement training, and four (4) Advocacy programmes for the

period under review

1. ESG and Board Leadership Training – February 29
2. Data Privacy and Cybersecurity: The Role of The Board – April 25
3. Implant training for the Africa Leadership of bioMerieux – April 16
4. Board Independence and Corporate Governance Training – May 9:
5. Driving Artificial Intelligence, Ethics and Governance Framework – June 27:
6. Effective Risk Management: Strategies in Uncertain Times for Board Optimisation – July 2
7. Effective Board Governance and Oversight for Sustainable Growth – July 25
8. Implant Training Civil Society Scaling-Up Nutrition in Nigeria (CS-SUNN) - (July 22 – Wednesday, July 24
9. Board Dynamics and Effective Communication – August 22
10. Essential Skills and Duties of Company Secretary – September 19
11. Integrated Reporting and The Role of the Audit Committee – November 14

Breakfast Meeting on Economic Outlook – February 8

At the start of 2024, the society held a virtual event focused on the prevailing economic outlook, both locally and globally. The session was facilitated by Mr. Ugodre Obi-Chukwu, CEO and Founder of Nairametrics Financial Advocates. The event provided an in-depth analysis of the key economic trends and challenges, emphasising the impact on businesses and organisations. It explored strategies to navigate the economic climate, with a particular focus on achieving sustainable growth in the face of uncertainties. This session set the tone for how organisations can adapt and thrive despite the economic challenges of 2024.

International Women's Day: Inclusive Leadership – March 14

In commemoration of the international Women's Day this year, the Society hosted her 3rd edition of IWD with the theme **“Inclusive Leadership: Harnessing Diversity for Innovation, Resilience and Sustainable Success”**. It was a hybrid event with the physical location at Earth Hall, Four Points by Sheraton Hotels, Oniru, Lagos. The theme of the Roundtable Aligned with the IWD global theme for 2024 "Inspire Inclusion," the event featured the distinguished

speakers:

- Dr. Toyin Sanni (CEO, Emerging Africa) as the Keynote speaker,
- Mr. Wole Oshin (Group Managing Director, Custodian Investments Plc) as the Guest speaker,
- Mrs. Soukouna Coker (Chairperson, CreditRegistry Nigeria) as the Moderator.

The Discussants were:

- Mrs. Yemisi Ayeni, - Chairperson NASCON Allied Industries Plc
- Mrs. Osepiribo Ben-Willie, - Executive Director Heritage Bank Plc
- Mr. Niyi Yusuf – Managing Partner Verraki Partners
- Mr. Foluso Phillips – Founder, Philips Consulting Ltd.

The event also spotlighted critical issues related to embracing diversity in leadership, with a particular emphasis on the positive impact of female representation on board performance and productivity. Discussions highlighted how diverse perspectives contribute to more effective decision-making, innovation, and overall organisational success. Furthermore, the event underscored the importance of supporting leaders, fostering continuous improvement, and creating an environment that enables sustainability and growth.

The recording from the event is available on the Society's Youtube Channel:

https://youtu.be/kmFuSFXWpPq?si=mGneB92oMs_VwJPS

Also, a copy of the Report on Female Representation on the Corporate Board in Nigeria can be downloaded via the link: <https://bit.ly/3xJVRtr>

3rd Edition Corporate Governance Roundtable for Startups and SMEs – July 11

The Society hosted its 3rd edition of the Corporate Governance Roundtable for Startups and SMEs with the theme "Building Reputation and Trust for Sustainable Growth." This event is part of an ongoing initiative advocating for the adoption of corporate governance frameworks, business ethics, and best practices among startups and SMEs to promote business sustainability.

The keynote address was delivered by Dr. Peter Bamkole, Vice Chancellor (Admin) of Pan-Atlantic University, while Dr. Nneka Okekearu, Director of the Enterprise Development Centre at Pan-Atlantic University, served as the moderator.

The distinguished panel of discussants included:

- Mrs. Adenike Adeyemi, Executive Director, FATE Foundation
- Mrs. Abimbola Laseinde, Chief Executive Officer, Edniasal Consulting Ltd
- Dr. Stanley Jacobs, Managing Director, Zest Payment
- Mr. Deji Sarumi, Chief Fixer, TechHive Advisory
- Mr. Soji Apampa, Co-Founder/CEO, Business Integrity
- Ms. Eziwanne Ilodibe-Nnoruka, General Counsel, FRCN

The event featured two panel sessions. The first session, "Corporate Governance: Dissecting the Current State of the Ecosystem," emphasised the importance of prioritising compliance, especially for small and medium-sized businesses. The second session explored how participants can integrate corporate governance principles to foster trust, build a strong reputation, and ensure the sustainability of their businesses.

The recording from the event is available on the Society's YouTube channel:
<https://youtu.be/StpGUvDUfk4?si=maQJP0wHTm1lOrIX>

2024 Annual Corporate Governance Conference

The Society for Corporate Governance Nigeria (SCGN) held its 15th Annual Corporate Governance Conference on Thursday, 10th October 2024, at the Oriental Hotel, Lagos, and via online platforms such as Zoom Teleconference and YouTube Live. This year's theme, "Corporate Survival and Sustainability: The New Face of Governance," focused on the evolving dynamics of corporate governance and its critical role in ensuring business sustainability in a rapidly changing world.

The conference featured an outstanding lineup of distinguished speakers, underscoring the importance of embracing governance principles to navigate challenges and achieve long-term corporate resilience.

Prominent guest speakers included:

- **Dr. Aminu Maida**, Executive Vice Chairman/CEO, Nigerian Communications Commission (NCC)
- **Mrs. Omolola Oloworaran**, Acting Director-General, National Pension Commission (PenCom), represented by the Commission's Secretary and Legal Adviser, Mr. Muhammad Sani Muhammad
- **Mr. Alwin Magimay**, Head of AI at PA Consulting, United Kingdom, who delivered an insightful

presentation on "Harnessing Disruptive Technology for Corporate Survival and Sustainability."

The keynote address was delivered by **Mrs. Bola Adesola**, Chair of the Board of Ecobank Nigeria Limited. Her address set the tone for the event, emphasising the pivotal role of governance in driving corporate resilience and success in today's evolving business landscape.

The conference featured two highly engaging plenary sessions:

- The first plenary session was led by **Dr. Armstrong Takang**, Managing Director, Ministry of Finance Incorporated (MOFI).
- The second plenary session was presented by **Professor Chris Ogbechie**, Dean, Lagos Business School.

The plenary sessions were enriched by contributions from distinguished discussants, including:

- Mr. Uyi Akpata, Former Country Partner, PwC
- Dr. Ona Newton, Founder, Tobams Group
- Mr. Gianni Moor, CEO, Swiss Board School, Switzerland
- Mr. John Akuoko Tawiah, Africa Head of Sustainable Finance Advisory Services, KPMG

Moderation of the sessions was expertly handled by **Mr. Alex-Adedipe Adeleke**, Managing Partner, DOA Law Firm, and **Mrs. Yewande Giwa**, Head of Governance and Sustainability, Honeywell Group.

The conference brought together industry leaders, boardroom experts, business executives, and regulators from various sectors, both from Nigeria and internationally. Feedback from the event has been overwhelmingly positive, highlighting its success in advancing the conversation on corporate governance as a tool for survival and sustainability in today's business environment.

PARTNERSHIP AND COLLABORATION

During the period in review, the Society engaged the following organisations in strategic partnerships and collaboration: Enterprise Development Centre (EDC) of Pan-Atlantic University, the Swiss Board School, the International Corporate Governance Network (ICGN), the Financial Reporting Council (FRC) of Nigeria, KPMG, Bureau of Public Enterprises (BPE), National Pension Commission (PenCom), MTN Nigeria Communication Plc, Ministry of Finance Incorporated (MOFI), Nairametrics, Proshare, TVC Communications and several other esteemed entities.

SCGN IN THE NEWS

1. NairaMetrics: <https://nairametrics.com/2024/09/12/society-for-corporate-governance-nigeria-announces-the-2024-annual-corporate-governance-conference/>
2. The Nigeria Lawyer: <https://thenigerialawyer.com/society-for-corporate-governance-nigeria-set-to-host-2024-annual-corporate-governance/>
3. The Nation Newspaper: <https://thenationonline.ng/experts-to-explore-governance-strategies-for-corporate-survival/>
4. Voice of Naija: <https://voiceofnaija.ng/2024/10/03/scgn-set-to-host-2024-annual-corporate-governance-conference/>
5. ThisDay: <https://www.thisdaylive.com/index.php/2024/06/13/experts-harp-on-corporate-governance-for-sustainable-businesses-for-startups/>
6. Vanguard: <https://www.vanguardngr.com/2024/10/scgn-conference-to-address-how-businesses-can-adapt-amid-challenging-times/>
7. IFM (Radio): https://drive.google.com/drive/folders/1XhLVm6ZTeMOzP6PZqHiG6wZjyNoY_S-n?usp=sharing
8. The Cable: <https://www.thecable.ng/ncc-pencom-bosses-to-speak-at-corporate-governance-conference-october-10/amp/>
9. The Sun Newspaper (Print): "SCGN Conference to Address Economic Challenge – Saturday, October 5, 2024.
10. ThisDay Live: <https://www.thisdaylive.com/index.php/2024/10/04/experts-to-explore-governance-strategies-for-corporate-survival-in-nigeria/>
11. Business Day (Print): Expert to Explore Business Survival Strategies at SCGN Strategies - Sunday, October 6, 2024 page 51
12. New Telegraph: <https://newtelegraphng.com/scgn-annual-conference-senior-lawyer-biz-executives-to-speak-on-corporate-governance/>
13. Pro Share: <https://proshare.co/articles/society-for-corporate-governance-nigeria-announces-the-2024-annual-corporate-governance-conference?menu=MSMEs&classification=Read&category=MSME%20%20Conference,%20Events%20%26%20Fairs>
<https://proshare.co/articles/society-for-corporate-governance-nigeria-is-set-to-host-the-2024-annual-corporate-governance-conference?menu=Business&classification=Read&category=World%20of%20Business>
<https://proshare.co/articles/2024-annual-corporate-governance-conference?menu=Events&classification=Watch&category=Webinar>
14. TVC Guest Appearance on "Business Nigeria" show: <https://youtu.be/hfqTDjznAcg>
15. Splash FM: <https://drive.google.com/drive/folders/1Cb0wLgZJbtk9oGu0P3S5q0uFouXX9U5I?usp=sharing>
16. TVC News: <https://youtu.be/CxdbZCazQzc?si=5J6exlvymRpzm8S>
17. The Nation: <https://thenationonline.ng/experts-effective-corporate-governance-beyond-regulatory-obligation/>
18. Guardian: <https://guardian.ng/features/law/https-guardian-ng-wp-admin-post-phppost2454979actionedit/>
19. The Cable: <https://www.thecable.ng/companies-must-prioritise-sustainability-good-governance-as-survival-strategies-say-experts/amp/>
20. Nairametrics: <https://nairametrics.com/2024/10/11/ncc-to-introduce-revised-governance-code-requiring-sustainability-reporting-for-telecom-operators/>
21. BellaNaija: <https://www.bellanaija.com/2024/10/2024-annual-corporate-governance-conference/>
22. The Nigeria Lawyer: <https://thenigerialawyer.com/acgc-2024-corporate-governance-experts-stress-sustainability-as-key-to-long-term-resilience/>
23. The Voice of Naija: <https://voiceofnaija.ng/2024/10/19/sustainability-takes-center-stage-at-2024-corporate-governance-conference/>
24. New Telegraph: <https://newtelegraphng.com/experts-effective-governance-a-regulatory-obligation-for-business-survival/>

As we close the period under review, I would like to express my sincere gratitude to our members, stakeholders, and partners for their continued support. The Society has made significant strides in advancing corporate governance in Nigeria, and we

remain committed to our vision of creating a business environment that promotes integrity, transparency, and accountability.

Additionally, I would like to express my deepest gratitude to our exceptional members of staff. This year, more than ever, the dedication, resilience, and commitment of our employees have been the driving force behind our successes.

We look forward to continuing this journey in the new year, and I am confident that the Society will

continue to lead the way in shaping the future of corporate governance in Nigeria.

Thank you.



Mrs. Chioma Mordi
Managing Director/CEO

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:



ESG AND BOARD LEADERSHIP: A DIRECTOR'S HANDBOOK
(ISBN: 978 978 792 768 7)

This practical handbook is the first of its kind in Nigeria to focus on ESG from the lens of board involvement. It is designed as a reference manual for company directors to lead their organisation on the path of sustainability. It is an introductory guide that provides company directors with a basic and general understanding of ESG and how they can meaningfully lead their companies to a positive ESG performance.

With the foreword written by **Mr. Muhammad. K. Ahmad, OON**, the book emphasises that businesses must recognize ESG as a core driver of long-term success, responsible leadership, and positive societal impact. It is a timely guide for navigating the evolving nexus of ESG and board leadership in modern business environments. The handbook is divided into seven chapters, with an Introductory part and the conclusion. The Introductory part sets the background for the book. It briefly highlights the regulatory developments and the general knowledge gap regarding ESG that motivated the production of this handbook. Chapter one discusses the notion of ESG, with emphasis on the three fundamental pillars that constitute it, i.e., environmental, social and governance. The chapter here also considers the emergence of ESG in corporate governance and practices. Lastly, chapter two highlights what doing business means for a company in the era of ESG. Chapter two provides an overview of relevant ESG regulations in Nigeria and globally.

There are many regulations that impose ESG related obligations even before the emergence of the concept of ESG, but chapter two limits it to regulations made with ESG in mind. The publication is an indispensable resource for board members, executives, and professionals interested in ESG, sustainability and corporate governance. It illuminates how ESG principles are fundamentally altering the landscape of corporate boards and offers a comprehensive exploration of the profound influence of Environmental, Social, and Governance (ESG) factors on corporate governance and the responsibilities of boards.



CORPORATE GOVERNANCE AND SUSTAINABILITY REPORTING IN NIGERIA 2023
ISBN: 978 978 792 768 7

The 10th edition of the book "Corporate Governance and Sustainable Reporting in Nigeria" gives an in-depth analysis of the top thirty most capitalised companies in Nigeria, ensuring they comply with the regulatory framework governing corporate governance and sustainability reporting standards in adherence to the rules that apply to the structures.

With a foreword by the Dean of the Lagos Business School, Professor Chris Ogbechie, this year's edition also analysed the female representation on boards of these companies and further examines the current state of gender diversity in these top companies underscoring the importance of fostering greater inclusivity.

The book is divided into four parts (Parts A-D). In Part A is a featured article with insights from practitioners at Ernst & Young (EY) on "Navigating the Era of Investor-focused ESG Disclosures: Leveraging the Governance Function in the Implementation of the ISSB Standards". Part B assessed the corporate governance and sustainability reporting structure of the top thirty most capitalised companies on the Nigerian Exchange and concluded 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 sectoral analysis of the companies, whilst part D concludes with a pictorial analysis of the thirty capitalised companies' compliance on sustainability reporting in consonance with the provision of the Nigerian Code of Corporate Governance 2018 and the Nigerian Stock Exchange Sustainability Disclosure Guidelines 2020.



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.



UNDERSTANDING FINANCIAL REPORTING, GOVERNANCE, AND THE ROLE OF DIRECTORS (SECOND EDITION) ISBN: 978 978 768 934 9

This practical handbook is an invaluable resource for board members seeking to enhance their financial literacy. In today's

corporate landscape, characterized by globalization, technological advancements, and regulatory changes, directors face unprecedented challenges. This book offers a structured approach to demystifying complex financial data and integrating it into effective governance practices.

With a foreword by **Mr. Uyi Akpata, Country Senior Partner at PwC Nigeria and Regional Senior Partner for the West Market Area (2015 to 2023)**, along with a preface by **Adetunji Oyeboji, Managing Director of TI Plc (formerly Mobil Oil Nigeria Plc)**, this revised edition equips directors with the tools needed to navigate financial reporting and make informed strategic choices.

This book is comprised of nine chapters which provide in-depth discussion in key areas such as governance and regulatory framework in financial reporting, core concepts and structure of financial statements and sustainability matters that are increasingly relevant to boards of directors and their decision-making processes. It covers a range of topics including, Directors as a company's stakeholder group, Understanding and analysing financial statements, Governance: Internal Controls over Financial Reporting, Legal and regulatory framework for Corporate Governance in Nigeria, Sustainability Reporting and ESG Framework.



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



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 SUSTAINABILITY REPORTING IN NIGERIA: A REVIEW OF THE 30 MOST CAPITALISED COMPANIES ON THE NIGERIAN EXCHANGE 2024

This publication provides a timely exploration of the relationship between corporate governance and sustainability.

It examines the governance structures and sustainability initiatives of the top thirty most capitalised companies on the Nigerian Exchange, offering invaluable insights into corporate practices and responsibilities.

The foreword by **Mr. Olufemi Shobanjo, Chief Executive Officer of NGX Regulation Limited**, and the preface by **Mrs. Nkemdilim Uwaje Begho, Managing Director of Future Software Resources**, emphasise the importance of strong governance and sustainability in today's corporate environment.

The book is divided into four parts (Parts A-D).

Part A – features contributions from notable organisations,

- **Shared Value Africa Initiative** on “Integrating Value Creation into Sustainability Reporting: Charting a Path to Africa's Future”
- **PricewaterhouseCoopers Chartered Accountants** on “Corporate Governance in Sustainability Reporting”
- **ALN Nigeria/Aluko & Oyebo** on “Regulatory Compliance as a Function of Corporate Governance: Trends in Enforcement”
- **ESG In Action** on “Future-Proof Your Corporate Governance Framework to Drive Stakeholder Value”
- **PWR Advisory** on “Profit and Purpose: Charting a Path to inclusive Sustainability Reporting” and
- **Kenna Partners** on “Examining the Need for Diversity, Equity, and Inclusion (DEI) as an Optimal Corporate Governance Practice”.

Part B assesses the corporate governance and sustainability reporting structure of the top thirty most capitalised companies on the Nigerian Exchange.

Part C explores the sectoral distribution of the companies, the female representation on the board of the thirty companies, and a pictorial analysis of the thirty capitalized companies based on sectors.

Finally, **Part D** concludes with an analysis of sustainability reporting of the featured companies and concludes with observations and recommendations to improve corporate governance and sustainability reporting in these companies.



Bi-annual Journal of Corporate Governance

The Bi-annual journal of corporate governance serves as an essential resource for corporate leaders, governance professionals, policy makers, legal practitioners, company secretaries, compliance professionals, researchers and anyone interested in the evolving landscape of corporate governance. It is a

peer-reviewed journal which has an editorial committee of prolific and seasoned professionals such as Dr. Christopher Kolade, CON, Prof Fabian Ajogwu, SAN, Prof Joseph Nnanna, Prof Oladimeji Alo amongst others.

The 26th edition of the Bi-annual Journal of Corporate Governance provides in-depth analysis and thought leadership on key areas of corporate governance, covering topics such as integrating sustainability and ESG practices for better governance and long-term sustainability, examining opportunistic behaviours in Nigerian deposit money banks through agency and stewardship theories, addressing legal and governance challenges in holding corporate entities accountable for leaders' actions, and exploring how strong governance frameworks can enhance social responsibility and financial success in Nigerian publicly traded companies.

The 27th edition represents a cornerstone of the Society's commitment to research-based advocacy, aimed at advancing corporate governance standards, fostering dialogue and research that not only raises awareness but also inspires action. This edition features contributions from distinguished researchers and thought leaders whose work reflects the evolving needs of corporate governance, such as, corporate governance as a growth driver for small and medium enterprises in Nigeria, audit features and audit failure of big four firms in Nigeria, the future of ESG in corporate governance in Nigeria: trends and predictions, diversity in board composition: human and social capital perspectives, Nigeria and shareholder primacy: the neglect of critical stakeholders and the urgent need for reform, and the equilibrium between profitability and purpose in a stakeholder-centric governance approach: current governance issues, trends and future outlook.

Complimentary copies of the Journal are distributed to all Nigerian universities' libraries (Edition 3-27 Available)



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)



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. Ozofu 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 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.



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.



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

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

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

SCGN Members
Fireside Chat

THURSDAY 18th July 2024
6PM-8M WAT/GMT+1

DR. TUNDE LEMO, OFR
Former Deputy Governor, Central Bank of Nigeria (CBN)

TOPIC:
NAVIGATING THE ECONOMIC QUAGMIRE: CORPORATE GOVERNANCE STRATEGIES TO MITIGATE NIGERIA'S FINANCIAL CHALLENGES

HIST OUR SCGN FIRESIDE CHAT GUEST SPEAKER

9 CAC Mohor, Plot 7 Lgal Ayorinde street Victoria Island Lagos

Partner:

PRESENTS
BOARD TRAINING ON:

Driving Artificial Intelligence Ethics and Governance Framework

Mr. Wale Ogundare
Managing Partner, Corporate Advisory

Mr. Victor Asanota
Executive Director, Public Services

27
Thursday, June 2024

Fee: N200,000

For nomination and registration, please contact: scskey@corpgoonigeria.org or +234 803 763 8141

INVITES YOU TO AN EXCLUSIVE MEMBERS SESSION

THE "E" IN ESG: The Impact of Biodiversity in Driving Business Resilience and Growth

016
Thursday, June 2024

Dr. Anita Orobakti
Senior Policy Advisor, United Nations World Bank Group

Location: Virtual
10:00am

Registration Link:
<https://corpgoonigeria.org/registration/>

For nomination and registration, please contact: scskey@corpgoonigeria.org or +234 803 763 8141

PRESENTS

Breakfast Meeting: Economic Outlook 2024.

Mr. Ugboke Olu Chukwura
Executive Director, Economic Outlook

Mr. Dadi Dadi
Chief Executive Officer, Dadi Dadi

08
Thursday, February 2024

Registration Link:
<https://corpgoonigeria.org/registration/>

PRESENTS

ESG and Board Leadership: Developing a Compliance Framework

Ms. Khosroshir Dadi
CEO, Dadi Dadi

Ms. Gbemi Oluwalanle
Managing Director, ESG

029
Thursday, February 2024

Fee: N200,000

For nomination and registration, please contact: scskey@corpgoonigeria.org or +234 803 763 8141

2024 International Women's Day (IWD) Roundtable

Inclusive Leadership: Harnessing Diversity for Innovation, Resilience and Sustainable Success

Thursday, March 14, 2024 | 10:00am

Virtual

Registration Link:
<https://corpgoonigeria.org/registration/>

For nomination and registration, please contact: scskey@corpgoonigeria.org or +234 803 763 8141

PRESENTS
BOARD TRAINING ON:

Board Independence and Corporate Governance

Dr. Oluwalanle
Managing Director, Board Independence

Dr. Oluwalanle
Managing Director, Board Independence

Location: Virtual
Thursday, March 28, 2024

Fee: N200,000

For nomination and registration, please contact: scskey@corpgoonigeria.org or +234 803 763 8141

PRESENTS
BOARD TRAINING ON:

Data Privacy and Cybersecurity: The Role of the Board

Dr. Adewale Peter Oluwalanle
Managing Director, Data Privacy and Cybersecurity

Dr. Oluwalanle
Managing Director, Data Privacy and Cybersecurity

025
Thursday, April 2024

Location: Virtual
Fee: N200,000

For nomination and registration, please contact: scskey@corpgoonigeria.org or +234 803 763 8141

THURSDAY 11th July 2024
8PM-10PM WAT/GMT+1

CORPORATE GOVERNANCE ROUNDTABLE FOR STARTUPS AND SMEs 3.0

THEME: BUILDING REPUTATION AND TRUST FOR SUSTAINABLE GROWTH: THE ROLE OF CORPORATE GOVERNANCE

KEYNOTE SPEAKER:
Dr. Oluwalanle
Managing Director, Corporate Governance

MODERATOR:
Dr. Oluwalanle
Managing Director, Corporate Governance

DISCUSSANTS:
Dr. Oluwalanle
Managing Director, Corporate Governance

Registration Link:
<https://corpgoonigeria.org/registration/>

For nomination and registration, please contact: scskey@corpgoonigeria.org or +234 803 763 8141

PRESENTS
BOARD TRAINING ON:

EFFECTIVE BOARD GOVERNANCE AND OVERSIGHT FOR SUSTAINABLE GROWTH

For nomination and registration, please contact:
scskey@corpgoonigeria.org
+234 803 763 8141

Location: Virtual
Thursday, July 25, 2024

Fee: N200,000

PRESENTS
BOARD TRAINING ON:

Board Dynamics and Effective Communication

Thursday, August 22, 2024

Location: Virtual

Fee: N200,000

For nomination and registration, please contact: scskey@corpgoonigeria.org or +234 803 763 8141

RISK MANAGEMENT AND RESILIENCE IN UNCERTAIN TIMES

Thursday, June 12, 2024 | 10:00am

Ms. Koosum Kalyan
Managing Director, Risk Management and Resilience

Location: Virtual

Registration Link:
<https://corpgoonigeria.org/registration/>

For nomination and registration, please contact: scskey@corpgoonigeria.org or +234 803 763 8141



Society for Corporate Governance Nigeria Ltd/Cte
Annual Report and Financial
Statements for the year ended
30 June 2024



Financial Statements for year ended 30 June 2024,
with Directors' and Auditor's Reports

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DIRECTORS' REPORT

For the year ended 30 June 2024

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 2024.

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 2020.

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 ₦38.98million from the workshops, seminars and donations during the year (2023: ₦39.24 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 - "ESG and Board Leadership" and "Corporate Governance & Sustainability Reporting 2023".

The Society also earned ₦28.05 million from registration fees and membership subscription dues (2023: ₦21.86 million) - Note 4(a)

Operating Results

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

| In naira | Year ended 30 June 2024 | Year ended 30 June 2023 | % Change |
|--|-------------------------|-------------------------|--------------|
| Revenue | 137,619,842 | 110,502,662 | 25% |
| Other Income | 6,029,050 | 48,000 | 12461% |
| Impairment loss on receivables | (1,090,460) | (3,050,951) | -64% |
| Expenses | (140,470,041) | (122,179,917) | 15% |
| Results from operating activities | 2,088,391 | (14,680,207) | -114% |

DIRECTORS AND THEIR INTERESTS

The directors who served during the year ended 30 June 2024 were as follows:

- | | | |
|--|------------------------------|-------------------------------|
| 1. Mr. Muhammad K. Ahmad OON (President) | 4. Mrs. Clare Omatseye | 8. Ms. Koosum Kalyan |
| 2. Mrs. Chioma Mordi (CEO) | 5. Mr. Ibrahim Dikko | 9. Ms Rabi Isma |
| 3. Prof. Fabian Ajogwu, SAN, OFR | 6. Mr. Adetunji Oyebanji | 10. Prof. Kenneth Amaeshi |
| | 7. Mrs Nkemdilim Uwaje Begho | 11. Prof. Olayinka David-West |

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 (2023: 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.

Charitable donations

No charitable donations were made by the Society during the period (2023: Nil).

In compliance with Section 43(2) of the Companies and Allied Matters Act 2020, the Society did not make any donation or give gifts to any political party or association or for any political purpose during the period (2023: 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 2024 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

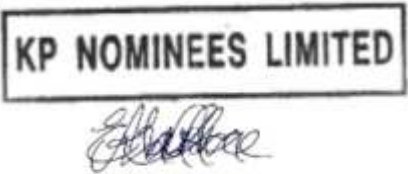
The Society places considerable value on the involvement of its employees and has a practice of keeping them informed on matters affecting them as employees and on the various factors affecting the performance of the Society.

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 November 2024



STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RELATION TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2024

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:

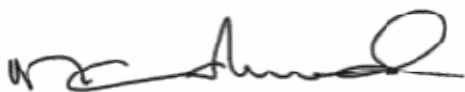
- (a) ensuring that the Company keeps proper accounting records that disclose, with reasonable accuracy, the financial position of the Company and comply with the requirements of the Companies and Allied Matters Act;
- (b) designing, implementing and maintaining internal control relevant to the preparation 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/000000002581

14 November 2024



Mr. Adetunji Oyeboji

FRC/2014/IODN/000000007051

14 November 2024

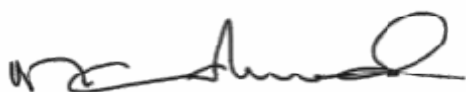
STATEMENT OF CORPORATE RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

For the year ended 30 June 2024

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/00000002581
14 November 2024



Mr. Adetunji Oyeboji
FRC/2014/IODN/00000007051
14 November 2024



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, 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 2024, and of its financial performance and its cash flows for the year then ended in accordance with international financial reporting standards as issued by the International Accounting Standards Board ("*IFRS Accounting Standards*") and the requirements of the Companies and Allied Matters Act and the Financial Reporting Council of Nigeria (Amendment) Act, 2023.

What we have audited

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

- the statement of financial position as at 30 June 2024 ;
- the statement of comprehensive income for the year then ended;
- the statement of changes in reserves 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 material 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, Director's Report, Statement of Directors' Responsibilities, Statement of Corporate Responsibility for Financial Statements, Statement of Value Added 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.

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 “*IFRS Accounting 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 judgement 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/PRO/ICAN/004/00000001143



14 November 2024

STATEMENT OF FINANCIAL POSITION

As at 30 June 2024

| <i>In Naira</i> | Note | 2024 | 2023 |
|---------------------------------------|------|--------------------|-------------------|
| Assets | | | |
| Property, plant and equipment | 7 | 10,659,692 | 7,126,908 |
| Total non-current assets | | 10,659,692 | 7,126,908 |
| Inventories | 12 | 10,067,430 | 8,324,700 |
| Prepayments | 11 | 550,255 | 1,809,423 |
| Receivables and contract asset | 8a | 24,144,629 | 14,092,160 |
| Cash and cash equivalents | 10 | 22,563,903 | 25,969,432 |
| Other current assets | 8b | 42,237,128 | 38,454,784 |
| Total current assets | | 99,563,345 | 88,650,499 |
| | | 110,223,037 | 95,777,407 |
| Reserves | | | |
| Accumulated Surplus | | 83,476,246 | 74,535,903 |
| Total Reserves | | 83,476,246 | 74,535,903 |
| Liabilities | | | |
| Other Payables | 9 | 26,746,791 | 17,787,755 |
| Contract Liabilities | 9 | - | 3,453,749 |
| Total current liabilities | | 26,746,791 | 21,241,504 |
| Total reserves and liabilities | | 110,223,037 | 95,777,407 |

The financial statements were approved by the Board of Directors on 14 November 2024 and signed on its behalf by:



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



Mr. Tunji Oyebanji
(Director)
FRC/2014/IODN/00000007051



Mrs. Chioma Mordi
(Chief Executive Officer)
FRC/2016/NIM/00000015618

The accompanying notes on pages 38 to 52 form an integral part of the financial statements

STATEMENT OF COMPREHENSIVE INCOME

For the year ended 30 June 2024

| <i>In Naira</i> | Note | 2024 | 2023 |
|---|-------|------------------|---------------------|
| Revenue | 4 | 137,619,842 | 110,502,662 |
| Other Income | 5(b) | 6,029,050 | 48,000 |
| Impairment loss on receivables | 13(a) | (1,090,460) | (3,050,951) |
| Expenses | 6 | (140,470,041) | (122,179,917) |
| Results from operating activities | | 2,088,391 | (14,680,207) |
| Interest Income & Exchange Gain | 5(a) | 6,851,952 | 5,749,644 |
| Surplus/(deficit) for the year | | 8,940,343 | (8,978,563) |
| Other comprehensive income | | - | - |
| Total comprehensive income/(loss) for the year | | 8,940,343 | (8,978,563) |

The accompanying notes on pages 38 to 52 form an integral part of the financial statements.

STATEMENT OF CHANGES IN RESERVES

As at 30 June 2024

In Naira

For the year ended 30 June 2023

Balance as at 1 July 2022

Deficit for the year

Total comprehensive loss for the period

Balance at 30 June 2023

| Accumulated surplus | Total reserves |
|---------------------|-------------------|
| 83,514,466 | 83,514,466 |
| (8,978,563) | (8,978,563) |
| (8,978,563) | (8,978,563) |
| 74,535,903 | 74,535,903 |

In Naira

For the year ended 30 June 2024

Balance as at 1 July 2023

Surplus for the year

Total comprehensive income/(loss) for the period

Balance at 30 June 2024

| Accumulated surplus | Total reserves |
|---------------------|-------------------|
| 74,535,903 | 74,535,903 |
| 8,940,343 | 8,940,343 |
| 8,940,343 | 8,940,343 |
| 83,476,246 | 83,476,246 |

The accompanying notes on pages 38 to 52 form an integral part of the financial statements.

STATEMENT OF CASH FLOWS

For the year ended 30 June 2024

| <i>In Naira</i> | Note | 2024 | 2023 |
|---|------|--------------------|--------------------|
| Cash flows from operating activities | | | |
| Surplus/(Deficit) for the period | | 8,940,343 | (8,978,562) |
| Adjustments for: | | | |
| - Depreciation | 7 | 3,687,215 | 4,486,479 |
| - Interest income | 5(a) | (3,735,894) | (2,524,416) |
| | | 8,891,665 | (7,016,500) |
| Changes in working capital: | | | |
| - Inventories | | (1,742,730) | (2,171,718) |
| - Prepayments | | 1,259,168 | (887,089) |
| - Receivables | | (10,052,469) | 3,007,139 |
| - Payables and other liabilities | | 5,505,287 | 4,742,264 |
| - Other assets | | (3,782,344) | (3,544,842) |
| Cash utilised in operation | | (8,813,088) | (5,870,746) |
| Net cash (used in)/generated from operating activities | | 78,577 | (5,870,746) |
| Cash flows from investing activities | | | |
| Acquisition of property, plant and equipment | 7 | (7,220,000) | (393,000) |
| Interest Received | | 3,735,894 | 2,524,416 |
| Net cash (used in)/generated from investing activities | | (3,484,106) | 2,131,416 |
| (Decrease)/Increase in cash and cash equivalents | | (3,405,529) | (3,739,330) |
| Cash and cash equivalents at 1 July, 2023 | | 25,969,433 | 29,708,762 |
| Cash and cash equivalents as at 30 June, 2024 | 10 | 22,563,904 | 25,969,432 |

The accompanying notes on pages 38 to 52 form an integral part of the financial statements.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2024

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 IFRS Accounting standards and in the manner required by the Companies and Allied Matters Act 2020 and the Financial Reporting Council of Nigeria. The financial statements were authorised for issue by the Board of Directors on 26 November 2024.

(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(₦), 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. New standards, amendments, interpretations adopted for the first by IAS company

(1) Amendments to IAS 1- Non Current liabilities with covenants (effective 1 January 2024)

The new amendments aim to improve the information an entity provides when its right to defer settlement of a liability is subject to compliance with covenants within twelve months after the reporting

period. It clarifies that covenants of loan arrangements which an entity must comply with only after the reporting date would not affect classification of a liability as current or non-current at the reporting date. However, those covenants that an entity is required to comply with on or before the reporting date would affect classification as current or noncurrent, even if the covenant is only assessed after the entity's reporting date.

(2) Amendments to IAS 7 and IFRS 7- Supplier finance (effective 1 January 2024)

These amendments requires disclosures to enhance the transparency of supplier finance arrangements and their effects on an entity's liabilities, cashflows, and exposure to liquidity risk. The disclosure requirements are the IASB's response to investors' concerns that some companies' supplier finance arrangements are not sufficiently visible, hindering investors' analysis.

This amendment is not expected to have a material impact on the financial statements of the Company because it does not have any supplier finance arrangement.

(3) Amendments to IFRS 16- Leases on sale and leaseback (effective 1 January 2024)

These amendments include requirements for sale and leaseback transactions in IFRS 16 to explain how an entity accounts for a sale and leaseback after the date of the transaction. Sale and leaseback transactions where some or all the lease payments are variable lease payments that do not depend on an index or rate are most likely to be impacted.

This amendment is not expected to have a material impact on the financial statement of the Company because it does not have any lease on sale and leaseback.

(4) Amendments to IAS 21- Lack of exchangeability (effective 1 January 2024)

An entity is impacted by the amendments when it has a transaction or an operation in a foreign currency that is not exchangeable into another currency at a measurement date for a specified purpose. A currency is exchangeable when there is an ability to obtain the other currency (with a normal administrative delay), and the transaction would take place through a market or exchange mechanism that creates enforceable rights and obligations.

These amendments will require companies to apply a consistent approach in assessing whether a currency can be exchanged into another currency and, when it cannot, in determining the exchange rate to use and the disclosures to provide. The Company is still assessing the impact of this amendment, however, there is no expected material impact as the Company has transactions in foreign currencies that are readily exchangeable as at the current reporting date.

(5) IFRS S1 ' General requirements for disclosure of sustainability - related financial information (effective 1 January 2024)

This standard includes the core framework for the disclosure of material information about sustainability-related risks and opportunities across an entity's value chain. IFRS S1 requires entities to disclose information about its sustainability-related risks and opportunities that is useful to primary users of general purpose financial reporting in making decisions relating to providing resources to the entity.

(6) IFRS S2 'Climate -related disclosures (effective 1 January 2024)

This is the first thematic standard issued that sets out requirements for entities to disclose information about climate-related risks and opportunities. IFRS S2 requires an entity to identify and disclose climate-related risks and opportunities that could affect the entity's prospects over the short, medium and long term. To achieve this objective, an entity is required to refer to and consider the applicability of the industry-based disclosure topics as defined in the Industry- Based Guidance on implementing IFRS S2.

(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) 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 serve 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.

(i) 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. Non-monetary items that are measured based on historical cost in a foreign currency are not translated.

(j) 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.

(k) 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.

(l) 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.

4. Revenue

An analysis of revenue is as follows:

| <i>In Naira</i> | Note | 2024 | 2023 |
|---|------|--------------------|--------------------|
| Membership subscriptions, induction and registration fees | (a) | 25,050,000 | 21,855,100 |
| Workshops, seminars and donations | (b) | 38,981,950 | 39,236,250 |
| Publications and other materials | (c) | 6,296,892 | 5,676,562 |
| Board evaluation | (d) | 67,291,000 | 43,734,750 |
| | | 137,619,842 | 110,502,662 |

(a) Membership subscriptions, inductions and registration fees

Membership subscription and registration fees is analysed as follows;

In Naira

Individual members' subscriptions and registration fees

Corporate members' subscriptions and registration fees

| 2024 | 2023 |
|-------------------|-------------------|
| 16,310,000 | 12,905,100 |
| 8,740,000 | 8,950,000 |
| 25,050,000 | 21,855,100 |

(b) Workshops, seminars & donations

In Naira

Workshops and seminars

Donations

| 2024 | 2023 |
|-------------------|-------------------|
| 22,381,950 | 15,986,250 |
| 16,600,000 | 23,250,000 |
| 38,981,950 | 39,236,250 |

(c) Publications and other materials

In Naira

Journals of Corporate Governance

Directors Handbook on Corporate Governance

Corporate Governance Reporting in Nigeria

Company's Secretary Guide on Corporate Governance

Leading effective board

Understanding financial statement

Corporate Governance Regulatory Compliance

Board Committees: Guide for effectiveness

ESG

Corporate Governance Regulatory Compliance

Advertisement

| 2024 | 2023 |
|------------------|------------------|
| 379,387 | 290,062 |
| 544,000 | 347,000 |
| 654,000 | 630,000 |
| 463,505 | 518,000 |
| 86,000 | 45,000 |
| 70,000 | 315,500 |
| 240,000 | 431,000 |
| 350,000 | 600,000 |
| 610,000 | - |
| 400,000 | - |
| 2,500,000 | 2,500,000 |
| 6,296,892 | 5,676,562 |

(d) Board evaluation

The Society earned ₦67.291 million from board evaluation services rendered to corporate organisations during the period (2023: ₦43.73 million).

5. Revenue

(a) Finance income

In Naira

Interest income on fixed deposit

Exchange gain

| 2024 | 2023 |
|------------------|------------------|
| 3,735,894 | 2,524,416 |
| 3,116,058 | 3,177,228 |
| 6,851,952 | 5,701,644 |

(b) Other Income

In Naira

Income from entrepreneurial development and cooperation

Income from sales of branded materials

| 2024 | 2023 |
|---------------|-------------------|
| 6,029,050 | - |
| - | 48,000 |
| 48,000 | 27,880,169 |

6. Expenses

Expenses analysed by nature is as follows:

In Naira

Publication Cost of sale

Training

Board Evaluation

Programmes expenses

Office rent

Transport and travel expenses

General office expenses

Motor vehicle maintenance

Employee benefit expenses

Bank charges

Depreciation

Consultancy fees

Dues & Subscriptions

Note

6(a)

7

| 2024 | 2023 |
|--------------------|--------------------|
| 2,366,270 | 3,183,280 |
| 5,210,000 | 4,738,538 |
| 245,400 | 417,600 |
| 22,220,761 | 20,728,675 |
| 6,041,667 | 6,375,000 |
| 599,600 | 2,750,177 |
| 16,110,346 | 10,789,641 |
| 1,493,050 | 746,500 |
| 63,097,558 | 53,152,626 |
| 551,059 | 211,669 |
| 3,687,215 | 4,486,479 |
| 13,821,407 | 12,821,706 |
| 5,025,708 | 1,778,026 |
| 140,470,041 | 122,179,917 |

(a) Employee benefit expenses are analysed as follows:

In Naira

Wages, Salaries & Benefits

Other employee cost

| 2024 | 2023 |
|-------------------|-------------------|
| 62,997,558 | 53,119,626 |
| 100,000 | 33,000 |
| 63,097,558 | 53,152,626 |

- (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:

| | | | 2024 | 2023 |
|--------------------------|---|--------------|----------|----------|
| | | | Number | Number |
| Less than N500,000 | | | | |
| N 500,000 | - | N 1,000,000 | 1 | 1 |
| N 1,000,001 | - | N 2,000,000 | 3 | 2 |
| N 2,000,001 | - | N 3,000,000 | 4 | 2 |
| N 3,000,001 | - | N 6,000,000 | 4 | 2 |
| N 6,000,001 | - | N 8,000,000 | | 1 |
| N 8,000,001 | - | N 10,000,000 | | |
| N 10,000,001 | - | N 12,000,000 | | |
| Greater than N12,000,000 | | | 1 | 1 |
| | | | 9 | 6 |

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

| | 2024 | 2023 |
|---------------------------|--------|--------|
| | Number | Number |
| Administration Department | 13 | 9 |

- (d) The directors received no emoluments during the period (2023: 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 30 June 2022 | 9,608,213 | 5,738,467 | 2,942,772 | 120,587 | 22,495,500 | 40,905,539 |
| Additions | 393,000 | - | - | - | - | 393,000 |
| Balance at 30 June 2023 | 10,001,213 | 5,738,467 | 2,942,772 | 120,587 | 22,495,500 | 41,298,539 |
| Balance at 30 June 2023 | 10,001,213 | 5,738,467 | 2,942,772 | 120,587 | 22,495,500 | 41,298,539 |
| Additions | 5,520,000 | - | 1,700,000 | - | - | 7,220,000 |
| Balance at 30 June 2024 | 15,521,213 | 5,738,467 | 4,642,772 | 120,587 | 22,495,500 | 48,518,539 |
| Depreciation | | | | | | |
| Balance at 30 July 2022 | 8,724,415 | 5,112,598 | 2,817,054 | 120,587 | 12,912,167 | 29,686,821 |
| Charge for the period | 529,799 | 537,511 | 42,500 | - | 3,375,000 | 4,484,810 |
| Balance at 30 June 2023 | 9,254,214 | 5,650,109 | 2,859,554 | 120,587 | 16,287,167 | 34,171,631 |
| Balance at 1 July 2023 | 9,254,214 | 5,650,109 | 2,859,554 | 120,587 | 16,287,167 | 34,171,631 |
| Charge for the year | 529,800 | - | 42,500 | - | 3,114,915 | 3,687,215 |
| Balance at 30 June 2024 | 9,784,014 | 5,650,108 | 2,902,055 | 120,587 | 19,402,082 | 37,858,846 |
| Carrying amount | | | | | | |
| At 30 June 2023 | 746,999 | 88,357 | 83,218 | (0) | 6,208,333 | 7,126,908 |
| At 30 June 2024 | 5,737,199 | 88,358 | 1,740,717 | (0) | 3,093,418 | 10,659,692 |

(b) The Society had no contractual capital commitments as at the reporting date (2023: Nil).

(c) None of the Society's property, plant and equipment has restricted title or has been pledged as security for liabilities (2023: Nil).

8. Receivables and Contract Asset

(a)

| <i>In Naira</i> | 2024 | 2023 |
|---------------------|-------------------|-------------------|
| Accounts receivable | 25,235,089 | 17,143,111 |
| | 25,235,089 | 17,143,111 |
| Impairment loss | (1,090,460) | (3,050,951) |
| | 24,144,629 | 14,092,160 |

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

(b) Other current assets

| <i>In Naira</i> | 2024 | 2023 |
|---------------------------|-------------------|-------------------|
| Other current assets | 5,222,750 | 5,176,250 |
| Short-term investments c) | 37,014,378 | 33,278,534 |
| | 42,237,128 | 38,454,784 |

(c) The Society ventured into a short term investment in First Bond Notes with FBN Quest. 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 re-invested the sum of ₦33,278,533.83 which has now matured into ₦37,013,896.29 after several reinvestments up until May 2024, with interest amounting to ₦3,735,893.4. The investment however was renewed immediately for the next 6 months

9. Payables And Contract Liabilities

| <i>In Naira</i> | 2024 | 2023 |
|-----------------------------|-------------------|-------------------|
| Employee tax liabilities | 4,106,816 | 1,627,163 |
| Withholding tax payable | 2,211,988 | 1,774,674 |
| Employee pension payable | 5,108,865 | 2,822,849 |
| Payables & Accrued expenses | 1,018,363 | 1,864,463 |
| Value added tax payable | 14,205,644 | 9,603,493 |
| NSITF payable | 95,115 | 95,114 |
| *Contract Liabilities | - | 3,453,749 |
| | 26,746,791 | 21,241,505 |

*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

| <i>In Naira</i> | 2024 | 2023 |
|--------------------------|-------------------|-------------------|
| Demand deposits in banks | 22,523,476 | 25,959,064 |
| Cash on hand | 40,428 | 10,368 |
| | 22,563,903 | 25,969,432 |

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

11. Prepayments

(a) Short-term Prepayments comprise:

In Naira

Prepaid rent

Prepayment

| Note | 2024 | 2023 |
|------|----------------|------------------|
| | - | 541,667 |
| | 550,255 | 1,267,756 |
| | 550,255 | 1,809,423 |

12. Inventories

Directors' Handbook on Corporate Governance

Company Secretary's Guide on Corporate Governance

Journal of Corporate Governance

Corporate Governance Reporting in Nigeria

Leading an Effective Board

Understanding financial statements

Corporate Governance & Regulatory Compliance

Board Committees: Guide for effectiveness

ESG and Board Leadership

| | 2024 | 2023 |
|--|------------------|------------------|
| | 46,400 | 216,000 |
| | 228,200 | 268,800 |
| | 2,189,500 | 2,235,345 |
| | 4,325,800 | 3,114,400 |
| | 50,400 | 84,600 |
| | 2,730 | 9,555 |
| | 777,000 | 938,000 |
| | 1,274,400 | 1,458,000 |
| | 1,173,000 | - |
| | 8,324,700 | 6,152,982 |

The cost of inventories recognised in publication expenses amounted to ₦3.920 million (2023: ₦3.18 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

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

In Naira

Receivables and contract asset (Note 8)

Cash and cash equivalents* (Note 10)

| | 2024 | 2023 |
|--|-------------------|-------------------|
| | 25,235,089 | 17,143,111 |
| | 22,523,476 | 25,959,064 |
| | 47,758,565 | 43,102,175 |

*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 2024 | Weighted average loss rate | Gross carrying amount | Loss Allowance |
|-------------------------------------|----------------------------|-----------------------|------------------|
| <i>In Naira</i> | | | |
| Current(not past due) | 0.00% | | - |
| 0-60 days | 0.25% | 8,947,500 | 22,226 |
| 61-90 days | 0.90% | 860,000 | 7,772 |
| 91- 180 days | 11.12% | 12,910,250 | 1,435,360 |
| Greater than 180 days | 0.00% | 2,676,054 | 2,676,054 |
| Accounts receivable writeoff | | 25,393,804 | 4,141,412 |
| Prior year ECL Loss Allowance | | | (3,050,951) |
| Total impairment | | - | 1,090,461 |

| As at 30 June 2023 | Weighted average loss rate | Gross carrying amount | Loss Allowance |
|-------------------------------------|----------------------------|-----------------------|------------------|
| <i>In Naira</i> | | | |
| Current(not past due) | 0.00% | | - |
| 0-60 days | 0.25% | 4,187,500 | 10,402 |
| 61-90 days | 0.90% | 5,443,375 | 49,192 |
| 91- 180 days | 11.12% | 2,763,500 | 307,246 |
| Greater than 180 days | 0.00% | 3,687,500 | 3,687,500 |
| Accounts receivable writeoff | | 16,081,875 | 4,054,339 |
| Prior year ECL Loss Allowance | | | (1,003,388) |
| Total impairment | | - | 3,050,951 |

Cash and cash equivalents

The Society held cash and cash equivalents of ₦22,563,903 as at 30 June 2024 (2023 ₦25,969,432), 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.

In Naira

Non-derivative financial liabilities

30 June 2024

Payables*

Carrying amount

1,018,363

1,018,363

30 June 2023

Payables*

5,318,212

5,318,212

*Excludes statutory deductions such as Value Added Tax, Withholding Tax, Pension Payable and Employee tax of ₦25.7million (2023: ₦16 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

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:

Financial assets

Cash and cash equivalents

Total exposure

2024

USD

2,573

2,573

The following significant exchange rates were applied during the period:

Reporting date exchange rate

2024

USD

1470.19

1128.39

Year end spot rate

Average rate

Sensitivity analysis

A forty percent (40%) 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 |
| 30 June 2024 | |
| <i>In Naira</i> | |
| USD (40% movement) | (3,116,058) |
| 30 June 2023 | |
| <i>In Naira</i> | |
| USD (16% movement) | (1,061,831) |

(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 2024 (2023: 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 2024 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:

| | 2024 |
|---|-------------------|
| Short-term employee benefit: Salaries and wages | 22,024,528 |
| Long-term employee benefits: Pension | 3,629,982 |
| | 25,654,510 |

Note: Key Management Personnel includes the Chief Executive Officer and Chief Operations Officer

(b) Other related party transactions

| | Transaction values for the period | | Balance outstanding |
|------------------------------------|-----------------------------------|------------|---------------------|
| <i>In Naira</i> | 2024 | 2023 | 2024 |
| Sale of goods and services | | | |
| Futuresoft | 13,671,407 | 10,780,494 | - |
| Sponsorships to the Society | | | |
| Polaris Bank (*) | 5,000,000 | 2,000,000 | - |
| Kenna Partners (*) | 1,000,000 | 1,000,000 | - |
| JNC International (*) | 500,000 | 500,000 | - |

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

VALUE ADDED STATEMENT

For the year ended 30 June 2024

| <i>In Naira</i> | <i>Note</i> | 2024 | % | 2023 |
|--|-------------|-------------------|------------|-------------------|
| Revenue | 4 | 137,619,842 | 182 | 110,252,662 |
| Bought in materials and services: | | | | |
| - Local | | (74,775,729) | (99) | (66,721,513) |
| | | 62,844,113 | | 43,531,149 |
| Other Income | 5(b) | 6,029,050 | 8 | 2,572,416 |
| Finance income | 5(a) | 6,851,952 | 9 | 3,177,227 |
| Value added | | 75,725,117 | 100 | 49,280,792 |
| Distribution of value added: | | | | |
| To Employees: | | | | |
| Employee benefit expenses | 6(a) | 63,097,558 | 83 | 53,152,626 |
| Retained in the business: | | | | |
| For replacement of property, plant and equipment | 7 | 3,687,215 | 5 | 4,486,395 |
| To augment reserve | | 8,940,343 | 12 | (8,358,229) |
| Value added | | 75,725,117 | 100 | 49,280,792 |

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 year ended 30 June, 2024

| | 30 June 2024 | 30 June 2023 | 30 June 2022 | 30 June 2021 | 30 June 2020 |
|--|--------------|--------------|--------------|--------------|--------------|
| <i>In Naira</i> | | | | | |
| Revenue | 137,619,842 | 110,502,662 | 96,030,176 | 93,215,914 | 81,215,833 |
| Surplus/(Deficit) for the period | 8,940,343 | (8,978,563) | 27,717,386 | 20,821,810 | (2,413,247) |
| Total comprehensive income/(loss) for the year | 8,940,343 | (8,978,563) | 27,717,386 | 20,821,810 | (2,413,247) |

| | 30 June 2024 | 30 June 2023 | 30 June 2022 | 30 June 2021 | 30 June 2020 |
|----------------------------|-------------------|-------------------|-------------------|-------------------|-------------------|
| <i>In Naira</i> | | | | | |
| Assets employed | | | | | |
| Non-current assets | 10,659,692 | 7,126,908 | 11,220,387 | 2,329,009 | 4,256,365 |
| Net current assets | 72,816,554 | 67,408,995 | 72,294,078 | 53,468,069 | 32,243,863 |
| | 83,476,246 | 74,535,903 | 83,514,465 | 55,797,078 | 36,500,228 |
| Financed by: | | | | | |
| Accumulated surplus | 83,476,246 | 74,535,903 | 83,514,465 | 55,797,078 | 36,500,228 |

BOARD OF DIRECTORS



Mr. Muhammad K. Ahmad,
OON



Mrs. Chioma Mordi



Prof. Fabian Ajogwu,
OFR, SAN



Mrs Clare Omatseye



Mrs. Nkemdilim Uwaje
Begho



Mr Adetunji Oyebanji



Mr Ibrahim Dikko



Prof. Olayinka David-West



Ms. Rabi Isma



Ms. Koosum Kalyan



Prof. Kenneth Amaeshi

PHOTOSPEAK

2023 AGM



2024 ANNUAL CORPORATE GORVERNANCE CONFERENCE



PHOTOSPEAK

2024 IWD ROUNDTABLE



BOARD ENHANCEMENT PROGRAMME



PHOTOSPEAK

MEMBERS FIRESIDE EVENT



SPECIAL THANKS

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

Organizations

- | | | |
|---|---|---|
| <ul style="list-style-type: none">• PwC Nigeria• Polaris Bank• Zenith Bank• Stanbic IBTC Pensions Managers• KPMG• Civil Society Scaling-Up Nutrition in Nigeria (CS-SUNN)• Africa Leadership of BioMerieux• Tlplc• JNC International Limited• Kenna Partners• Future Software Resources• ALN Nigeria/Aluko & Oyeboode• Shared Value Africa Initiative• Stanbic IBTC Bank• Axa Mansard Insurance Plc | <ul style="list-style-type: none">• ESG in Action• FBN Holdings• MTN Nigeria Communication Plc• NPF Microfinance Bank Plc• PWR Advisory• LASACO Assurance Plc• Unitrust Insurance Co. Ltd• UPDC Plc• Hasal Microfinance Bank Ltd• Crusader Sterling Pensions Limited• ARM Investment Managers Ltd• ARM Trustees Ltd• ARM Hold Co Ltd• ARM Securities Ltd• Custodian Investment Ltd• Custodian Life Assurance Ltd• Ernst and Young | <ul style="list-style-type: none">• Custodian Trustees Ltd• Custodian and Allied Insurance Ltd• Mixta Real Estate• Citibank• ARM Harith Infrastructure• Norrenberger Group• Unity Bank Plc• Premium Pensions Ltd• Jubilee Life Mortgage Bank Plc• FBN Insurance Brokers Ltd• Interstate Securities• Total Energies CPFA Limited• Transkredit• Bancorp Finance Ltd• Ikeja Hotel Plc• NNPC Gas Infrastructure Company Limited (NGIC) |
|---|---|---|

Individuals

- | | | |
|---|--|--|
| <ul style="list-style-type: none">• Mr. Muhammad K. Ahmad, OON• Prof. Fabian Ajogwu, SAN, OFR• Mrs. Clare Omatseye• Mrs. Nkemdilim Uwaje Begho• Mr. Adetunji Oyebanji• Mr. Ibrahim Dikko• Ms. Rabi Isma• Mrs. Koosum Kalyan• Prof. Kenneth Amaeshi• Prof. Olayinka David-West• Mr. Ugodre Obi-Chukwu• Dr. Toyin Sanni• Dr. Ania Grobicki• Mr. Wole Oshin• Dr. Tunde Lemo, OFR• Mrs. Ibukun Awosika• Mrs. Soukouona Coker• Mrs. Yemisi Ayeni• Mrs. Osepiribo Ben-Willie• Mr. Niyi Yusuf | <ul style="list-style-type: none">• Mr. Foluso Phillips• Mrs. Adenike Adeyemi• Mrs. Abimbola Laseinde• Dr. Stanley Jacobs• Mr. Deji Sarumi• Mr. Soji Apampa• Ms. Eziwanne Ilodibe-Nnoruka• Dr. Aminu Maida• Mrs. Omolola Oloworaran• Mr. Alwin Magimay• Mrs. Bola Adesola• Dr. Armstrong Takang• Professor Chris Ogbachie• Mr. Uyi Akpata• Dr. Ona Newton• Mr. Gianni Moor• Mr. John Akuoko Tawiah• Mr. Alex-Adedipe Adeleke• Dr. Romeo Savage• Mr. Sam Agbeven | <ul style="list-style-type: none">• Mr. Ben Afudego• Mrs. Yewande Giwa• Mrs. Celine Okoroma-Vincent• Dr. David Isiaabwe• Dr. Adewale Obadare• Dr. Nosike Agokei• Dr. Oladimeji Alo• Mr. Victor Asemota• Mr. Wole Ogundare• Mrs. Sally Ogwo'Okey-Umah• Dr. Franklin Ngwu• Dr. Peter Bamkole• Dr. Nneka Okekearu• Mr. Sam Cookey Jnr• Dr. Ayotunde Coker• Mr. Isaac Orolugbagbe• Dr. Chidi Okoro• Dr. Nkemdili Iheanachor• Dr. Oladimeji Alo• Ms. Rosemond Egbosi |
|---|--|--|

Regulators

- | | | |
|---|--|--|
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Institutions

AFOS Foundations

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