MIoD

Mauritius Institute of Directors

Promoting Corporate Governance across the board

"Promoting Excellence, Ethics & Integrity amongst directors"

Annual Integrated Report 2014

We care for nature.
Made from recycled paper.

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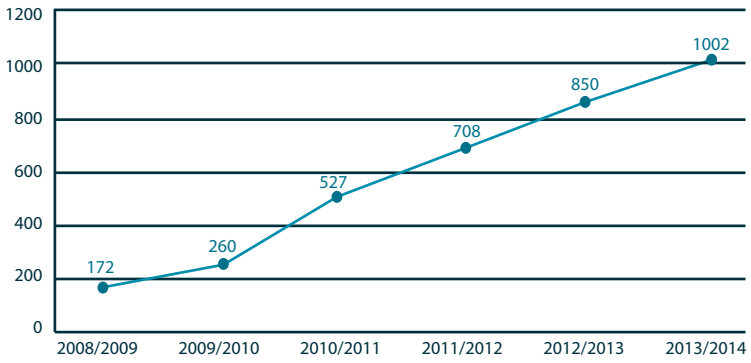
ABOUT THIS ANNUAL INTEGRATED **REPORT**

The Mauritius Institute of Directors' (the 'MIoD' or the 'Company') Annual Integrated Report for the year ended 30 June 2014 has been prepared using the Global Reporting Initiative (GRI) G3.1 guidelines. A detailed GRI table, providing responses to each of the GRI G3.1 criteria, can be found on our website at *www.miod.mu* as well as on page 57 of this report. This is the second MIoD Annual Integrated Report and is in line with the MIoD's objective to promote corporate sustainability and lead by example.

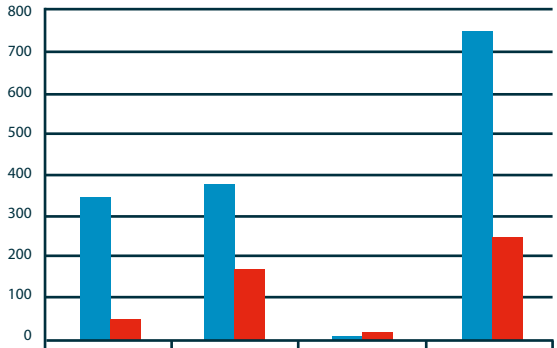
"Aiming for excellence in all we do and being passionate about our values"

KEY DATA AND **HIGHLIGHTS**

Members Growth **2008/2014**

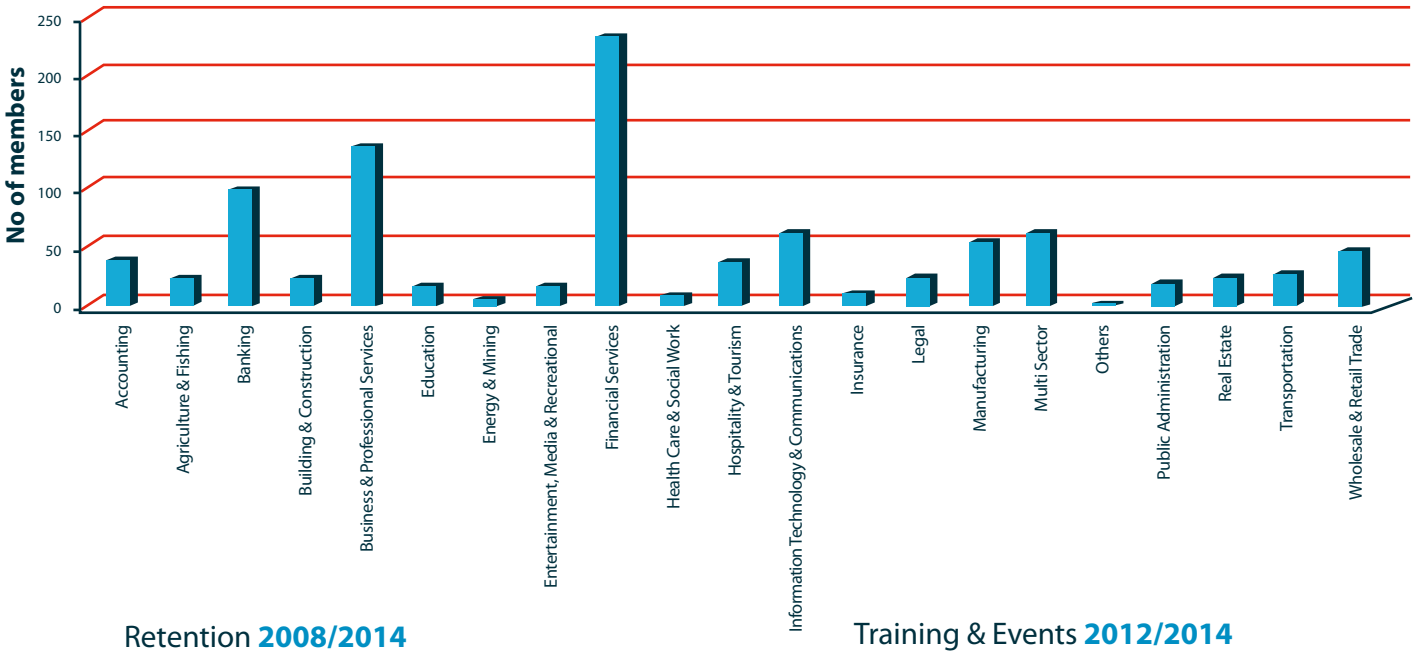


Active Members **2013/2014**

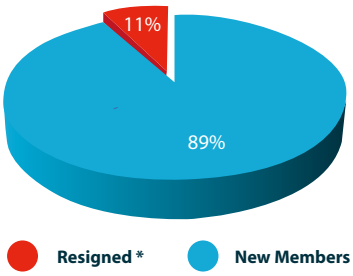


	Total Fellows	Total Members	Total Associates	Total
Male	354	388	14	756
Female	53	174	19	246

Members by Sector **2013/2014**

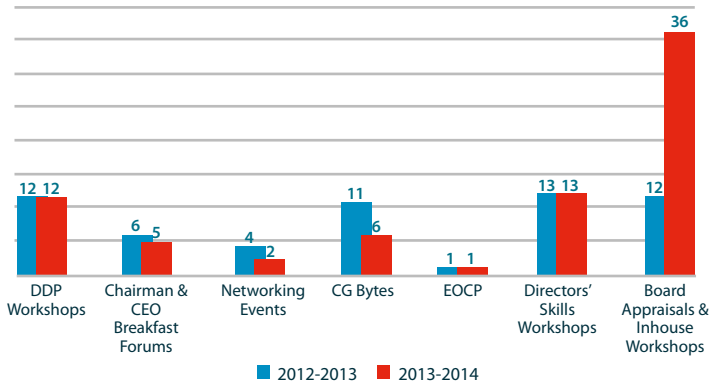


Retention **2008/2014**

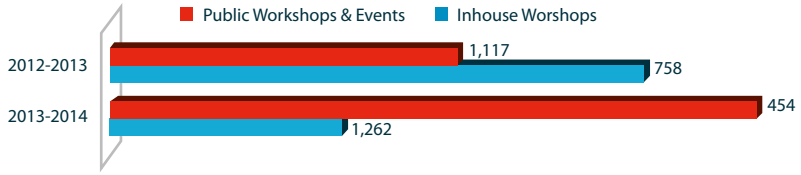


*Resigned includes moved overseas, ill-health, deceased, retired and bad debts

Training & Events **2012/2014**



Participants **2012/2014**



FOUNDERS

AIR MAURITIUS

BAI
the insurance specialists

ciel group

SINCE
CURRIMJEE
1890

ENL

Food & Allied
GROUP

GML
TOGETHER

HSBC
The world's local bank

IBL
Brings value to life

LEAL &
CO LTD

MCB

mauritiustelecom

SBM

terra

TOTAL

PATRONS

AFRASIA
bank different

Alteo

apave
Maîtrise des RISQUES INDUSTRIELS

BARCLAYS

BlueLife
Limited

Cim group

Deutsche Bank

ENGEN
With us you are Number One

ESSAR

Gamma
dare to dream

harel
mallac
group

IBM

IndianOil
Mauritius

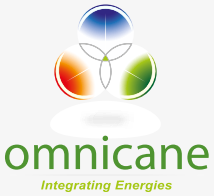
INTER-OCEAN
HOLDINGS LTD
Concentration, Support, Pressure

MPCB
MAURITIUS POST AND
COOPERATIVE BANK LTD
PEACE OF MIND

MAURITIUS UNION
GROUP

MEDINE

NAVITAS


omnicane
Integrating Energies

phoenix
beverages

SBI
Bank to grow with

Standard Bank

Standard
Chartered

Swan
Group

TAYLOR SMITH
STRENGTH IN DIVERSITY
INVESTMENT

CORPORATE **INFORMATION**

BOARD OF DIRECTORS

James BENOIT Non-Executive Director	**Board Chairman**
Catherine MCILRAITH Non-Executive Director	**Board Vice Chairperson; and Chairperson – Audit & Risk Committee**
Heba CAPDEVILA-JANGEERKHAN Non-Executive Director	**Chairperson – Membership & Nomination Committee**
Patricia DAY-HOOKOOMSING Non-Executive Director	**Chairperson – Education Committee**
Philippe Olivier DECOTTER Non-Executive Director	**Chairperson – Corporate Governance Committee**
Ricardo Freyneau Non-Executive Director	
Bryan Gujjalu Non-Executive Director	
Ravin LAMA Non-Executive Director	
Jean Pierre LIM KONG Non-Executive Director	
Dr. Sidharth SHARMA Non-Executive Director	
Jane VALLS Executive Director and CEO	

COMPANY SECRETARY

Dustin BHOYRUL (as from 19 May 2014)
Ambrish MAHARAHAJE (up to 25 April 2014)

CHIEF EXECUTIVE OFFICER

Jane Elizabeth Orde VALLS

REGISTERED OFFICE

1st Floor, Raffles Tower,
19, Cybercity, Ebene 72201, Mauritius.

DIRECTORS WHO STEPPED DOWN DURING THE YEAR

Deva ARMOOGUM
(25 September 2013)

Vaughan HEBERDEN
(25 September 2013)

Danielle LAGESSE
(25 September 2013)

Georges LEUNG SHING
(25 September 2013)

Richard WOODING
(15 January 2014)

PROFILE OF DIRECTORS AND **SENIOR MANAGEMENT**

James Benoit
Chairman (48)

James Benoit is a Chartered Financial Analyst with 21years' experience in banking. He is the CEO and Executive Director of AfrAsia Bank Limited, a regional corporate and private bank based in Mauritius that he co-founded as a startup in 2007 and leads on behalf of the largest conglomerate in Mauritius, GML.

He has put his innovative vision into a successful and profitable practice with AfrAsia. Under his leadership, the award-winning Bank (from world-renowned publications) is now also present in South Africa, London and Zimbabwe.

Previously James was a global management executive with HSBC Group for 16 years in emerging and developing markets in China, Philippines, Hong Kong, the Middle East, Canada and Mauritius. He has developed, implemented and grown leading consumer banking, wealth management, credit cards and corporate banking businesses in these regions with proven ability to engage customers, regulators and staff from diverse backgrounds.

James is also the co-founder of the local Chapter of the CFA Institute which has won global awards for revitalization under his past Presidency. He is the current Chapter Chair of Young Presidents Organization Mauritius, the leading entrepreneurial organization.

Heba Capdevila – Jangeerkhan
Non-Executive Director (45)

Heba Capdevila-Jangeerkhan is Executive Director at the Taylor Smith Group, and Director on the Boards of most of Taylor Smith Group companies, Property Finder Ltd. and Valendor (Mauritius) Ltd. She is a Business Graduate from the The University of Sheffield and holds an MSC in Organisation Development from Sheffield Business School. She speaks 4 languages, and has lived in South America, the Middle East, Spain and the UK, which has given her the exposure to rich cultural diversity and business environments.

She has over 20 years of professional experience in business administration, sales, human resources, organisation development and business strategy, with exposure to both private and public sector environments. She started her professional journey in the Middle East and the UK, before coming to Mauritius in 1995. Her experience in Mauritius started in the Textile industry with CMT Ltée, on to International Retail, at World Duty Free (Mauritius) Ltd., Engineering and Manufacturing Industries in the Rogers Group. In 2004, she joined the Taylor Smith Group, which today counts a diverse number of businesses and Investments ranging from manufacturing, to logistics, port activities, and services; and employs over 850 people.

Patricia Day-Hookoomsing
Non-Executive Director (64)

Patricia Day-Hookoomsing holds a BA Joint Honours in Latin and French from the University of Reading, UK, a PGCE in the teaching of English as a Second Language, the ACCA Certified Diploma in Accounting and Finance and the IFE Diplôme d'Études Professionnelles Approfondies en Entrepreneuriat. She is presently studying part-time for a PhD in Education at the University of Reading, UK.

She is currently Managing Director of Consultancy Company Ltd (CCL), a private training firm, which she joined in 1989 after 16 years as an English Language teacher at the Lycée La Bourdonnais. She also lectures at the Institut de la Francophonie de l'Entrepreneuriat (IFE) and the MCCI Centre d'Études Supérieures.

She is a Fellow of the UK Institute of Leadership and Management, Fellow of the Mauritian Institute of Directors and Honorary Fellow of the Mauritian Institute of Management. She is an accredited trainer with the Ethics Institute of South Africa, the Global Corporate Governance Forum (GCGF) and the Mauritius Qualifications Authority.

Philippe Olivier Decotter
Non-Executive Director (33)

Philippe Olivier Decotter graduated in business and private law from Montesquieu University in Bordeaux, France. He started his career in January 2006 at Investment Professionals Ltd, a leading Mauritius based asset management house, where he held the function of Legal & Compliance Officer as well as MLRO. He then joined GML Management Ltée in October 2010 to act as GML's Legal Executive. Olivier is also a certified Ethics Officer from the Ethics Institute of South Africa. Olivier is a member of the Boards of Directors of Alentaris Ltd (and its subsidiary companies) as well as City Brokers Ltd.

Ricardo Freyneau
Non-Executive Director (40)

Ricardo Freyneau is a certified project manager with a strong emphasis in Risk Management. He has worked extensively in the Finance Industry and has comprehensive hands on experience in software implementation, process and outsourcing. For over nine years he has worked on various global projects for Deutsche Bank. Prior to working with Deutsche Bank he was a consultant at DCDM Consulting for five years carrying out assignments in Mauritius and Africa. He holds a Bachelors Degree in Commerce Majoring in Accounting from the University of Botswana. As past president of Financial Toastmasters club, he led the club to achieving its first ever Presidents Distinguished Award from Toastmasters International.

Bryan Gujjalu

Non-Executive Director (38)

Bryan Gujjalu holds a Masters in Business Administration from the Institut d'Administration des Entreprises (IAE), France. He was previously the CEO of APAVE Indian Ocean Ltd and AIO Development Co Ltd, subsidiaries of APAVE International, business developer and Deputy MD for the Southern Africa-Indian Ocean-Australia zone for APAVE International. In 2014, he joined Inside Capital Partners, a Private Equity firm, as a Partner.

His international experience, in countries such as Yemen, Iran, Qatar, Abu Dhabi, Senegal, Libya, consists mainly in the delivery of Safety (Electrical/Fire/Chemical/Confined Spaces/1st Aid) and Management Training, Electrical and Thermography Inspections (audits of LV switchgears and distribution electrical installations) for the Oil and Gas Industry, as well as negotiations and Due Diligence for Acquisitions opportunities in his zone. As a Private Equity player, he is now focused on analysis of investment targets, execution of acquisitions, corporate governance and process improvement, strategy and value creation.

Bryan is a registered Electrical Engineer with the CRPE of Mauritius, a registered EurIng European Engineer, a registered trainer with the Mauritius Qualifications Authority in various Safety, Technical, Softskills and Management trainings, a Certified Practitioner Coach (Business and Life) and is an Associate Member of the Indian Ocean Coaching Association. He is a director of Inside Capital Partners, and also serves on the Board of a Management Company.

Ravin Lama

Non-Executive Director (52)

Ravin Lama is a science graduate from India. He is currently the Managing Director of MInd Initiatives Ltd. a Training Institution after having spent 8 years as the Executive Director of AAPCA Mauritius, looking after the national daily - LE MATINAL.

He has extensive experience in the field of communication and advertising having successfully launched several newspapers and brands in Nepal while working and consulting with clients both national and international. He is the Publisher and Managing Director of Nepal's largest selling English daily - The Himalayan Times.

He is a Board Member of Mauritius Qualifications Authority, American Chamber of Commerce AMCHAM, the President of the Association of Registered Professional Training Institutes (ARPTI) and the Past President of the Parents Teachers Association of Le Bocage International School, Moka. He is also the Charter President of the IAA - Nepal Chapter (International Advertising Association), Nepal Country Rep for the Cannes Gold Lions and a Member of AFAA (Asian Federation of Advertising Associations) which hosts ADASIA every two years.

He was awarded the "Outstanding Brand Achiever Award" at the "World Marketing Summit Malaysia 2013" and "Golden Globe Tiger Award 2013".

Jean Pierre Lim Kong

Non-Executive Director (45)

Jean Pierre Lim Kong is a Fellow of the Institute of Chartered Accountants in England and Wales and holds a BSc (Hons) in Mathematics and Management Studies from King's College London. He is the Chief Finance Executive and an Executive Director of Cim Financial Services Ltd, a financial services group listed on the Stock Exchange of Mauritius.

Prior to joining the Cim Group, Jean Pierre worked for KPMG in London for six years, initially in their audit practice and subsequently in their financial management consultancy arm. He then worked in the business advisory departments of KPMG and DCDM Consulting in Mauritius before joining Innodis as General Manager – Finance and Administration from 2000 to 2005. Jean Pierre joined the Cim Group in September 2005 as Managing Director of Cim Finance and Cim Leasing and subsequently became Chief Finance Executive of the Cim Group in June 2008.

Catherine McIlraith

Non-Executive Director (50)

Catherine McIlraith is a financial advisor. She holds a Bachelor of Accountancy from the University of the Witwatersrand, Johannesburg and is a member of the South African Institute of Chartered Accountants. She acquired extensive experience in the Investment Banking industry in South Africa with a focus on specialised finance. She returned to the island in 2004 to join Investec Bank (Mauritius) Limited as a senior executive until 2010. Catherine is presently an independent non-executive director of a number of companies including Afrasia Bank Limited, Les Gaz Industriels Limited and Navitas Holdings Limited.

Dr. Sidharth Sharma

Non-Executive Director (39)

Dr. Sidharth Sharma is the Group Managing Director of RHT Holding Ltd, an investment company listed on the Development and Entreprise Market of the Stock Exchange of Mauritius Ltd. RHT Holding holds investments in several key sectors of the Mauritian Economy such as transport, real estate and financial services. Dr. Sharma joined RHT Holding Ltd in 1996 as Logistics Manager and was appointed Director in 1999. He is also a member of the Nomination and Remuneration Committee of the company.

Dr. Sharma obtained his PhD. in Telecommunications from the University of Bristol in 2004 and holds an M.Sc. Communications Systems and Wireless networks from the University of Bristol and a B.Sc. Electrical Engineering from the University of Cape – Town. He has also worked at British Telecom as a Research Engineer.

Jane Valls CSK

Executive Director & CEO (60)

Jane Valls holds a BA Hons in French and Italian from Birmingham University, UK. She has been awarded an Honorary Doctorate Degree by the University of Middlesex for service to business, women's empowerment and social justice and she was recently decorated by the Republic of Mauritius as a Commander of the Order of the Star and Key of the Indian Ocean (CSK) for services to corporate governance.

Jane is the Chief Executive Officer of the Mauritius Institute of Directors (MIoD) and an accredited trainer with the Global Corporate Governance Forum (GCGF) and the Ethics Institute of South Africa. Before joining the MIoD, she has held senior positions and directorships in a wide range of business sectors in Mauritius and overseas with leading companies including British Airways, Sun International and The Rogers Group and more recently running her own management and training consultancy.

Jane is a Fellow of the Mauritius Institute of Board Directors and has been elected as the first Chairperson of the newly founded African Corporate Governance Network, a network bringing together 14 Institutes of Directors from across the African continent.

She is a also member of Soroptimist International (an international women's association) and the current Chairperson of Women in Networking (WIN).

PROFILE OF **SENIOR MANAGEMENT**

Jane VALLS

Executive Director and CEO

Please refer to the section above for the profile of the CEO.

Tioumitra (Ambrish) MAHARAHAJE

Executive Secretary (up to 25 April 2014)

Ambrish is a solutions-focused chartered secretary with 10 years of experience overseeing company secretarial and compliance functions pertaining to Mauritian Company legislation, Stock Exchange of Mauritius rules and Financial Services Commission regulations.

He joined the MIoD as Executive Secretary in March 2013. From July 2007 to February 2013, Ambrish was Corporate Manager – Legal Compliance and Company Secretary of Rogers and Company Ltd, an investment company listed on the Stock Exchange of Mauritius.

Ambrish is an accredited trainer with the IFC Global Corporate Governance Forum and an associate of Institute of Chartered Secretary and Administrators.

Dustin BHOYRUL

Executive Secretary (as from 19 May 2014)

Dustin Bhoyrul joined the Mauritius Institute of Directors in May 2014 as Executive Secretary. He is a barrister-at-law of four years' standing, Called to the Bar of England and Wales (the Honourable Society of Lincoln's Inn) and to the Bar of the Republic of Mauritius. Dustin was a State Laureate and was awarded the State Scholarship to read law at the London School of Economics and Political Science. He completed the Bar Vocational Course (BVC), the post-graduate professional qualification for prospective barristers, at the College of Law (now the University of Law). Dustin also holds an LL.M de droit français et européen from the *Université de Paris I – Panthéon – Sorbonne*.

Dustin previously practised as a Corporate and Commercial Lawyer in Mauritius, at Appleby, an international offshore law firm, where he acted as counsel to bank syndicates and corporate borrowers advising on secured credit facilities in connection with cross-border financing transactions.

Prior to resuming his career in Mauritius, Dustin trained in the Dispute Resolution – International Arbitration teams of prestigious international law firms in Paris, namely Jones Day, Herbert Smith Freehills LLP and Clifford Chance LLP. During the period of his training, Dustin gained experience in investment treaty arbitration and a range of commercial arbitration disputes pertaining to Telecommunications, Project Finance and Construction.

CHAIRMAN'S **STATEMENT**

Chairman's Statement

On behalf of the Mauritius Institute of Directors (MIoD), I am pleased to make the following Statement to our members for the year ended 30 June 2014.

Overview

Although global growth projections have once again been reduced due to a difficult start to the year, market turbulence, conflicts and a fragile recovery, growth is expected to pick up and the World Bank is forecasting global GDP to increase by 3.4% in 2015 and 3.5% in 2016. This growth is being driven largely by recovery in the higher income countries, particularly the USA, the UK and the Euro Zone, while the growth for developing countries is disappointingly forecast to be flat at 4.8% in 2014, but with 5.4% and 5.5% increases in 2015 and 2016. Growth in sub-Saharian Arica is forecast to remain robust, boosted by domestic demand, despite weakness in South Africa and oil-infrastructure bottlenecks in Angola, two of the region's largest economies.

So while there is still uncertainty and volatility, varied prospects from market to market, and while growth still remains slower than during the pre-crisis boom period, global risks seem to have declined.

According to the World Bank, in most developing countries, a further acceleration of growth, or even sustaining growth at current levels, "cannot be assured without efforts to expand capacity […] in a world where external financial conditions are expected to tighten and remain challenging, future growth must increasingly be driven by domestic efforts to boost productivity and competitiveness".

Here in Mauritius, the forecast is for 3.6% growth with sluggish private and foreign direct investment and a continuing challenging operating environment for most sectors of the economy. Unemployment has reached 8% with some worrying factors, especially 39% of the unemployed being under 25 years. However, the overall improved trend in the global economy should augur well as long as we are positioned to take advantage of the recovery and to "boost productivity and competitiveness".

Mauritius has maintained its ranking of 20th position in the 2014 World Bank Ease of Doing Business and we continue to occupy the top place in Africa. We have also held on to our No.1 place in the Mo Ibrahim Index of African Governance. However in the latest Transparency International Corruption Perception Index 2013, we are ranked 52 out of 177 with Mauritius showing one of the biggest drops year on year. It is therefore essential to continue to work at combating corruption and the perception of corruption in our country. More than ever, if Mauritius is going to achieve sustained economic growth, it is necessary to establish and implement good corporate governance practices combined with effective leadership skills, underpinned by a strong ethical culture.

We are therefore delighted that the Government of Mauritius has agreed to the request by the National Committee on Corporate Governance to review the Code of Corporate Governance. The Code is now over 10 years old and while it was been an excellent Code, it is time for a review in order to keep up with important global trends in corporate governance. The MIoD looks forward to actively supporting and participating in this exercise in the coming year.

Sustained Growth and Strategy

This year has seen another year of sustained growth at the MIoD with our membership increasing to 1002 members and more and more interest in our training and education services, particularly in-house workshops, as well as ethics management, board evaluations and corporate governance assessments, and our Directors Register for the appointment of independent directors. We have also seen a noted interest for in-house workshops for the public sector. This year we have widened the scope of our services beyond corporate governance by providing more skills training, as well as a strategic Leadership Programme in collaboration with TomorrowToday.

Our key challenge at the MIoD remains the long term sustainability of the Institute and the Board has this year conducted a strategic review, including a SWOT exercise, a review of our stakeholders' expectations, our risks and our value drivers, and in the light of this we have updated our 3 year Business Plan. Responding to our members' needs and remaining relevant through regular stakeholder engagement remains a clear focus, as does increasing our membership and diversifying our revenue streams through a full range of corporate services, while ensuring we are accessible and affordable in order to achieve our overall objectives of promoting good corporate governance, best business practices, leadership and professional development.

While we continue to focus on membership growth, especially from seasoned directors who need to keep up with the changing times, as well as nurturing the next generation of directors, we have undertaken a review and benchmarking exercise of our membership criteria. The Board will thus be making recommendations to the Annual Members Meeting to widen the scope for Associate membership and enhance the status of Fellows, while at the same time ensuring clear benefits for each category of membership.

The MIoD aims to be the leading institute in Mauritius for quality training and education in corporate governance, ethics and best business practices by providing a varied, dynamic, relevant, high quality and sustained adult learning programme. We continue to work with the IFC and the Ethics Institute of South Africa (EthicsSA) and take this opportunity to thank them for their invaluable support and the use of their training materials. Throughout the year, we have benefited from the expertise of a large number of high level international facilitators and speakers,

as well as our local team of trainers, all of whom I would like to thank whole heartedly for their support. In order to maintain our high training standards and keep up with global trends in corporate governance, we will be reviewing our Director Development Programme during the coming year, whilst also looking to develop certified courses.

The MIoD has continued to focus this year on becoming a credible and recognised voice for Directors and a thought leader, by developing and promoting advocacy through different forums. Our Directors Forum, sponsored by PwC, has published its second paper, "An Ethics Guide for Boards", and is working on its next paper, a "Guide to Shareholder Engagement". The MIoD has also launched, with the support of KPMG, an Audit Committee Forum, which has already published its first paper, "Best Practice Guidance Notes for Audit Committees". I would like to take this opportunity on behalf of the MIoD to thank all those who sit on these Forums for their contributions and the time they give freely and generously to the MIoD, as well as to the sponsors for their support. It is also the intention of the MIoD in the coming year to set up a Company Secretary's Circle.

With the global trend towards more focus on the environment and social issues as well as governance, the MIoD has this year signed an agreement with the World Business Council for Sustainable Development (WBCSD), and an MOU with Ecological Living in Action (ELIA) as our local technical partner, with the intention of setting up shortly a Sustainability Forum. The MIoD has also recently been appointed as a GRI Training Centre. The focus in the year ahead will thus be very much on helping companies to explore sustainability strategies and business models, tackling resource wastage and climate change, as well as new opportunities for growth. The MIoD aims to be a model and has again this year updated its own Ecological Footprint whilst also ensuring that this Annual Report is an Integrated Report using the GRI 3.1 framework. We will be working towards using the GRI G4 framework in the next financial year.

The MIoD was mandated by the private sector earlier this year to take the lead, along with other key partners including the Joint Economic Council (JEC), the Mauritius Employment Federation (MEF) and the Independent Commission Against Corruption (ICAC), to develop a voluntary private sector Integrity Pledge. The 'Private Sector Anti-Corruption Task Force' (PACT) is thus chaired by the MIoD, while the parallel 'Public Private Platform Against Corruption' (PPPAC) is chaired by the JEC.

In line with our strategy, the MIoD has also focused this year on establishing formal working relationships with the regulators and other key organisations. In this respect, we have signed MOUs with the Financial Reporting Council and the Stock Exchange of Mauritius; and we are working on similar agreements with the Registrar of Companies, the National Committee on Corporate Governance and the Bank of Mauritius.

The MIoD has set an objective to support Mauritius as a leading regional player by developing high quality international affiliations and in this respect we have taken a leading role in the setting up of the African Corporate Governance Network (ACGN), now consisting of 14 key African Institutes of Directors, which was launched in Mauritius by Baroness Lynda Chalker on 17 October 2013. The CEO of the MIoD was elected as the first chairperson of the ACGN. The launch of the ACGN was followed by a very successful international conference on the subject 'Africa Rising! Governance for Sustainability: The Road Map for Value Creation', with a distinguished list of international speakers, and which was attended by 180 delegates from 17 different countries. The conference was organised in collaboration with the Institute of Directors Southern Africa (IODSA) and with the support of the NCCG and we thank them both most sincerely. The MIoD has also joined the International Corporate Governance Network (ICGN) and been accepted as a member of the Global Network of Director Institutes (GNDI).

Continued Support and Appreciation

The MIoD remains a private independent not-for-profit membership organisation regulated by the Companies Act. The Institute is made up of individual members whom we are here to serve. Our recent membership survey shows a high satisfaction rate of over 98.7% and we thank all our members for their continued support.

Equally, the continued support of our Founders and Patrons has been crucial to the success of the MIoD. Without this support, the MIoD would have struggled to operate and achieve its objectives so far. And although we are growing and diversifying our revenue streams, the continued support of our Founders and Patrons is very important in order to continue our work. We gratefully acknowledge the commitment of all Founders and Patrons to the promotion of effective corporate governance and global business standards in Mauritius.

The MIoD's achievements would not be possible without the dedication and commitment of my fellow directors, who serve on a voluntary pro-bono basis and I thank them all for their support during the last 12 months. The MIoD executive team, under the able leadership of the CEO, has now grown to 7 and I would like to thank each one for their hard work and contribution to the success of the MIoD. It has been my pleasure to chair the Board this year and to work with you all.

James Benoit
Chairman

MIoD | Mauritius Institute of Directors

OUR **VALUES**

Integrity
Leading Mauritian corporations and institutions to international best practice in corporate governance while upholding the highest ethical, moral and professional conduct.

Excellence
Aiming for excellence in all we do and being passionate about our values.

Accountability
Acting responsibly and demonstrating accountability for our decisions.

Knowledge and Foresight
Promoting the learning and continuous development of our members and the acquisition of planning and transformational skills.

Teamwork and Innovation
Working together, in mutual respect, towards a common goal, recognizing that innovation comes from harnessing diversity.

Transparency
Operating in a fair and transparent manner and devoting time for the benefit of the Institute and its members.

DIRECTORS' REPORT

1. Introduction

1.1. Setting up of the Mauritius Institute of Directors ('MIoD')

The setting up of the MIoD was initiated in 2008 by the National Committee on Corporate Governance (NCCG) when, after having issued the National Code for Corporate Governance in 2003, it was felt that there was a need for an Institute of Directors, primarily to advance corporate governance in Mauritius.

The MIoD was thus officially incorporated on 18 January 2008 as a not-for-profit company limited by guarantee under the Mauritian Companies Act 2001. The registered office and premises of the MIoD is situated at 1st Floor, Raffles Tower, 19 Cybercity, Ebène 72201. The MIoD operates only in Mauritius and does not have any branch office.

Membership of the MIoD is individual and personal and there are 1002 members registered as at 30 June 2014.

OUR VALUE **DRIVERS**

- Engagement (with all stakeholders)
- Professionalism (quality and high standards)
- Accessibility (cost)
- Responsiveness (service and reactivity)
- Openness (transparency)
- Model (leadership and integrity)
- Learning and sharing (knowledge and information)
- Innovative and creative (dynamic)

1.2. Activities of MIoD

The day-to-day affairs of the MIoD are managed by the Chief Executive Officer ('CEO') who is appointed by the Board. The CEO is also appointed as a Board Director.

The Board meets regularly to review the activities of the MIoD, its business and the economic, environmental and social practices adopted by the MIoD. The governance dimensions of the MIoD are set out in the Corporate Governance Report on pages 27 to 34 of this report.

The MIoD's activities can be classified into three broad categories namely Membership Services, Training and Education and Corporate Services. These activities are generally conducted solely in Mauritius but the MIoD does respond to ad hoc overseas requests.

The target market of the MIoD consists of directors, professionals and any other person wishing to know more about Corporate Governance and how to apply it within their organisations. Members are expected to abide by our Code of Conduct. The MIoD provides various membership services which include:

- Membership Card with discounts on various products and services
- Quarterly on-line newsletter
- Website and an on-line documentation centre
- Reciprocal links with other international IoDs
- Library

As part of its Training and Education activities, the MIoD runs the following workshops:

a) The Director Development Programme (an annual series of 12 workshops);
b) Corporate Governance Bytes;
c) Directors Skills Training; and
d) Chairman and CEO's Breakfast Forum.

In addition, the MIoD provides a number of corporate services in these areas:

a) Board Appraisals;
b) Corporate Governance Assessments
c) Directors' Search;
d) Ethics Management;
e) Information and Advisory Services; and
f) In-house Training.

Once every two years, the MIoD organises an International Conference on the topic of Corporate Governance. The last conference was organised in October 2013, in collaboration with the Institute of Directors Southern Africa and with the support of the National Committee on Corporate Governance, on the subject 'Africa Rising! Governance for Sustainability: The Road Map for Value Creation'.

The MIoD has initiated and runs two Forums – The Directors Forum and the Audit Committee Forum.

The objectives of the Directors' Forum, which is sponsored by PwC, are to:

- identify issues which are of most concern to directors
- produce position documents and, through consultation with Government and Regulators, contribute to policy development
- be the voice for governance and directors' issues in Mauritius
- develop guidance on governance issues for directors

The Mauritius Audit Committee Forum was set up by the MIoD, in collaboration with KPMG, in June 2013. Its objective is to help Audit Committees in Mauritius, in both the public and the private sectors, to improve their effectiveness as an essential component of good Corporate Governance.

1.3. Employees

As at 30th June 2014, the MIoD's workforce consisted of 7 employees – 2 men and 5 women. All of the employees of the MIoD are Mauritian and are employed on a permanent full-time basis. None of the employees of the MIoD are members of a union.

The MIoD also has recourse to a pool of trainers based locally and from overseas to deliver its training workshops. 46% of our public workshops have been run by overseas facilitators during this financial year.

1.4. Stakeholders

The MIoD values the benefits derived from stakeholder engagement and endeavours to maintain close proximity with key stakeholders. The MIoD actively engages with its stakeholders to receive their input in the design, implementation, monitoring and evaluation of policies and programmes. We thus undertake regular membership surveys, ethics risk assessments and on-going evaluations of our training programmes in order to identify and address issues that are relevant to our stakeholders, and also to engage our stakeholders in assessing MIoD's performance, risks and opportunities. The MIoD Directors' Forum and the Audit Committee Forum also provide opportunities for our stakeholders to contribute their knowledge and experience as well as share their views with the MIoD on key issues. Regular one-to-one meetings with Founders and Patrons, regulators, key partners, suppliers and other stakeholders are organised to seek their views and collaboration. The main stakeholders and the modes of engagement are set out below:

Africa Rising Conference

Launch of GRI G4 Guidelines

Stakeholders	Engagement Mechanism
Founders & Patrons	One-to-one meetings, training events, networking events, newsletters, surveys, social media, focus groups
Members	Annual Meeting of Members, newsletters, surveys, training events, networking events, social media, email, focus groups
Corporate Sector – Private And Public	One-to-one meetings, training events, advertisements, networking events, social media, newsletters, surveys, focus groups
The Community	Advertisements, networking events, social media, newsletters, surveys, focus groups.
Directors' Forum & Audit Committee Forum	Monthly meetings, training events
Board & Committees	Board & Committee meetings, Management reports, one-to-one meeting with directors, Board evaluation
Policy Makers & Regulators	One-to-one meetings, training events, advertisements, networking events, social media, newsletters, surveys, focus groups
Kindred Organisation & Partners	One-to-one meetings, training events, advertisements, networking events, social media, newsletters, surveys, focus groups
Management & Employees	One-to-one meetings, training events, social media, newsletters, surveys, staff meeting, performance evaluations
Suppliers	One-to-one meetings, social media, newsletters, surveys, focus groups
The Media	One-to-one meetings, advertisement, training events, social media, newsletters

The MIoD has recently joined the Mauritius Employers Federation ('MEF') as a member. The MEF is a non-profit making organisation and officially represents employers vis-à-vis the Government and trade union movements at the sectorial, national and international levels. The MIoD is also working in close collaboration with the Joint Economic Council, the Mauritius Employers Federation and the Independent Commission Against Corruption on the Private Sector Anti-Corruption Task Force ('PACT') and with the Public Private Partnership Against Corruption ('PPPAC') platforms.

The value chain for MIoD's services has been mapped to identify the following stakeholders:

- the actors who produce and deliver a particular service (e.g. training module or corporate capacity development) to final consumers (e.g. members and non-members of MIoD);
- the enabling business environment which is the set of critical factors and trends that shape the supply-chain environment and operating conditions. The critical factors and trends are determined by institutions that form part of the cohort of MIoD's stakeholders; and
- the input and service providers that provide the services that support, or could potentially support, the overall efficiency of the supply chain.

The value chain has been mapped using in-depth knowledge of our market and by keeping in close proximity with all the stakeholders as follows:

VALUE CHAIN

ENABLING FACTORS:

- LAWS AND CODES – Companies Act and all other relevant and applicable legislations; Code of Corporate Governance
- GOVERNMENT – Ministry of Finance and other ministries
- REGULATORS – Registrar of Companies, Bank of Mauritius, Financial Services Commission, Financial Reporting Council, Stock Exchange of Mauritius
- NCCG – National Committee on Corporate Governance
- MQA AND HRDC – Mauritius Qualifications Authority and Human Resources Development Council
- GRI – Global Reporting Initiative
- IFC/WB/GCGF – International Finance Corporation, World Bank, Global Corporate Governance Forum
- ETHICSSA – Ethics Institute of South Africa
- ICAC – Independent Commission Against Corruption

SUPPLY CHAIN

BUSINESS AND SERVICE PROVIDERS

- SUPPLIERS (venues, banks, insurance companies, printers, landlord, sponsors, advertising agency, PR agency, accountants, external auditor, IT service providers, consultants and advisers)
- FORUMS – Directors Forum, Audit Committee Forum
- TRAINING PROVIDERS – IFC Global Corporate Governance Forum, EthicsSA, GRI, PwC, EY and other ad hoc international external providers
- PARTNER ORGANISATIONS – ACCA, Competition Commission ELIA, Global Finance, IIA,ICAC, ICSA, JEC, MACOSS, Mauritius Bankers Association, Maurice Ile Durable, MCCI, MEF, MIPA, OPSG, Transparency International, Young Presidents Organisation and regulators, tertiary institutions and international chambers of commerce.
- KINDRED ORGANISATIONS – African Corporate Governance Network, Global Network of Director Institutes, International Corporate Governance Network and other IODs
- MQA – Mauritius Qualifications Authority
- HRDC – Human Resource Development Council

The MIoD has adopted a 'Procurement Policy' to ensure that all procurement activities carried out by the MIoD:

- provide best possible value;
- are conducted in a fair, objective and transparent manner;
- are compliant with all relevant legislation and any other related policies;
- use best practice in the application of ethical standards; and
- are consistent with the MIoD's Vision, Mission and Values.

The choice of suppliers is influenced by the above objectives. Although environmental benefits are considered as part of the procurement process, with due consideration given to all relevant aspects of whole life-cycle costs of products, the MIoD does not yet have a specific policy of preferring locally based suppliers.

For some events, and where a local capacity gap exists, the MIoD has recourse to overseas facilitators to bring best practice to Mauritius.

The MIoD has this year assessed the geographical spread of its procurement practices and 90% of our procurement budget is spent on local suppliers.

Although the activities of MIoD are limited to the territory of Mauritius, it does collaborate with other Institutes of Directors in the region and in the world. The MIoD has thus contributed to the launch of the African Corporate Governance Network, a forum which currently regroups 14 Institutes of Directors in Africa. The MIoD has also joined the International Corporate Governance Network ('ICGN') and been accepted as a member of the Global Network of Director Institutes ('GNDI').

Local Partners include:

ACCA	Training
Bank of Mauritius	Training
Competition Commission	Training
ELIA	Training and Ecological Footprint
ESSEC	Training
EY	Training
FRC	Training
FSC	Directors Forum
Global Finance	Training
ICAC	Private sector anti-corruption initiative and training
ICSA	Training
JEC	Private sector anti-corruption initiative
KPMG	Audit Committee Forum
MACOSS	Training
MEF	Private sector anti-corruption initiative
NCCG	Code of Corporate Governance
OPSG	Training
PwC	Annual Reporting Awards, Directors Forum and training
Registrar of Companies	Directors Forum and training
Stock Exchange of Mauritius	Sustainability Index
Transparency International	Whistleblowing services
University of Mauritius	Research and development
Young Presidents Organisation	Training

International Partners include:

African Corporate Governance Network	Collaboration, training, research
African Peer Review Mechanism	Mauritius peer review
Asian Centre for Corporate Governance and Sustainability	Reciprocal arrangements
Australian Institute of Company Directors	Reciprocal arrangements
Brazilian Institute of Corporate Governance	Reciprocal arrangements
Caribbean Corporate Governance Institute	Capacity building and support
Ethics Institute of South Africa	MOU for training, research and sharing information
Institut Français des Administrateurs	Training
IFC Global Corporate Governance Forum	MOU for training
Institute of Directors Southern Africa	Training and International Conference
GNDI	Information, research, capacity building
Global Governance Services Ltd	Training
GRI	Training
ICGN	Information, research, capacity building
Singapore Institute of Directors	Training
OECD	Guidelines on Corporate Governance of State-Owned Enterprises
TomorrowToday	Training
Verlion Pte Ltd	Training
Winning Edge	Training

1.5. Sustainability

The MIoD is committed to conducting business in a sustainable manner. In addition to its impact on the environment, the MIoD wants to ensure that its business activities continue in the sustainable future so that the benefit of good corporate governance continues to help local businesses and attract investors to Mauritius.

As a leading organisation promoting corporate sustainability, we consider sustainability as an integral aspect of our decision-making process and of the way we do business on the economic, social and environmental fronts. This is important on two counts, namely: (1) the increasing awareness in the Mauritian public and private sectors for mainstreaming the three pillars of sustainable development; and (2) the recognition that corporate sustainability can be a significant comparative advantage and differentiation strategy. It is worth mentioning here that the MIoD's Annual Integrated Report is squarely aligned with the newly adopted Maurice Ile Durable ('MID') Policy, Strategy and Action Plan of Mauritius, especially concerning 'enhancing the corporate environment, social responsibility and accountability' (*www.gov.mu/portal/sites/mid/index.html* – accessed 5 August 2014). The sectorial MID Strategy for employment/economy specifically refers to the use of GRI as a benchmark for developing a Sustainability Index for publicly listed companies. The CEO of the MIoD has been appointed as member of the Mauritius Sustainability Index Supervisory Committee.

Mauritius already has an 'enabling' environment which is conducive to the adoption of sustainable business practices by businesses. Indeed the National Code of Corporate Governance, which was launched in 2004, recommends that relevant entities move to 'Triple Bottom Line' reporting, that is reporting on economic, environmental and social aspects. In addition, a number of important corporate players in Mauritius have subscribed to the UN Global Compact reporting framework and are adopting the GRI framework for Integrated Reporting.

As an integral part of the MIoD strategy, we have this year signed an MOU with Ecological Living in Action (ELIA) to act as technical consultants to the MIoD and to collaborate on training, research and the promotion of sustainability initiatives. The MIoD has also been appointed as a GRI Training Centre and is in the process of finalising this agreement with the GRI; and the GRI G4 Guidelines themselves were formally launched in Mauritius on the 5 November 2013 with the sponsorship of Omnicane. The MIoD has also this year signed an MOU with the World Business Council for Sustainable Development, in collaboration with ELIA, with the objective of setting up a Sustainability Forum in Mauritius.

It is within this context that the MIoD has launched the following activities since the financial year 2012-13:

- 2012/13 – Calculation of the ecological footprint of the MIoD
- 2013/14 – Preparation of the first Integrated Report of the MIoD based on the GRI 3.1 framework
- 2013/14 – Identification of the following areas where the MIoD needed to work on to mitigate its environmental impacts:
  - Food served during training workshops
  - Consumables
  - Waste management
- 2013/14 – Preparation of the second Integrated Report of the MIOD
- 2014/15 – Objective to work towards using the GRI 4.0 framework

The MIoD 2014 annual report has thus been prepared in accordance with G3.1 framework. This Annual Integrated Report continues to be part of our objective to be a role model of good Corporate Governance and best practice and to use it as a strategic tool for fostering leadership in corporate governance. The MIoD recognises that it operates within a social and economic environment and that its long term interest is to conduct itself as a "responsible corporate citizen". For its ecological footprint, the MIoD has worked with ELIA, our technical adviser. The Footprint Report for 2013-14 is available on our website *www.miod.mu* under the section 'Annual Integrated Report 2014' on the homepage. The MIoD will apply for Level C GRI certification and will continue to improve its Integrated Reporting based on the feedback obtained from stakeholders and in line with best practice.

Our full Sustainability Report can be found on page 35 of this report.

Annual Members Meeting

MIoD | Mauritius Institute of Directors

VISION

Our Vision is to be the preferred professional organisation for directors and aspiring directors as well as business leaders and young professionals providing a forum to learn, share and develop.

MISSION

Our Mission is to champion best business practices and effective corporate governance, supporting Mauritius as a regional leader, and to be the voice of Directors, through training and certification programmes, workshops and networking events, advocacy, research and thought leadership, reaching out to both private and public sector enterprises.

2. The MIoD's Strategy

The key strategic objectives of the MIoD as developed in its three year (2013-2016) Business Plan address the key challenges and critical issues which were identified as:

a) assuring the long term sustainability of the Company;
b) establishing the legitimacy of the MIoD;
c) attracting non-Directors, Associates and Members from the Public Sector, as well as seasoned Directors; and
d) maintaining existing Founders and Patrons and attracting new Patrons.

The results achieved in the financial year 2013/14 under each key challenges/critical issues are hereafter discussed in more detail.

3. Assuring the long term sustainability of the MIoD

3.1. Financial Performance and Reserves

2013/14		2012/13	
Surplus	Accumulated Fund	Surplus	Accumulated Fund
Rs. 340,982	Rs. 5,116,282	Rs. 353,508	Rs. 4,775,300

Our surplus this year is above target and our accumulated fund continues to increase. Accumulated funds have been placed on fixed deposits with the Mauritius Post and Cooperative Bank and are regularly reviewed by the Audit Committee.

3.2. Increasing Membership

2013/14		2012/13	
89% Membership retention	1002 Total number of members	91% Membership retention	850 Total number of members
56% Percentage of members who are directors	98.7% Customer driven service excellence and responsiveness	63% Percentage of members who are directors	97% Customer driven service excellence and responsiveness

Since membership of the MIoD is purely voluntary, the MIoD has to put forward a clear set of value propositions to be able to attract members. Membership continues to grow satisfactorily and has increased by 18% reaching 1002 members, which is just 5% below our targeted figure of 1050 for the year.

Membership retention, since the inception of the MIoD, stands at 89%. We have seen a reduction in membership retention this year with more members moving overseas (40%), retiring from active professional life (23%), or because of the more difficult economic climate (36%).

The percentage of our members who are directors has decreased to 56% as our membership has grown and we continue to focus on the recruitment and nurturing of aspiring directors and young professionals who will be the directors of tomorrow.

Our recent members' survey shows that members' satisfaction is overall very high at 98.7%. In our aim to be customer driven and responsive, members' feedback is greatly valued and very useful for reviewing the services we offer.

Our members continue to benefit from discounts on products and services via their Membership Card with a growing number of companies becoming affinity partners. The current affinity partners include:

The MIoD held 3 members' events during the year including our Annual Members Meeting, with Clem Sunter as our guest speaker. Our thanks go to Phoenix Beverages, Grays and In Vino for the sponsorship of these events.

The Membership Committee has this year undertaken a strategic review of the membership criteria in order to attract more Associate members and more seasoned directors and to ensure clear benefits for each category of membership while at the same time ensuring the MIoD is accessible and affordable by keeping our prices as low as possible. With this in mind the Board will be presenting the reviewed criteria to be approved by special resolution at the Annual Members Meeting.

3.3. Diversifying Revenue Streams

The MIoD has increased its service offering and our revenues this year have diversified. As a result we have seen a reduction in surpluses on public workshops (-26% variation on last year (VLY)) against a substantial increase in in-house training (+460% VLY), board evaluation services, directors search services, and our

biennial conference as well as an increase in affinity revenues with an increase in the number of affinity partners. Our Information and Guidance services have also been regularly consulted.

2013/14		2012/13	
Members on the Register	Number of Director Searches	Members on the Register	Number of Director Searches
256	18	136	21

Another innovative service provided by the MIoD is the Directors' Register (the 'Register') which enables companies to find suitable independent directors for their boards. It is made up of Members and Fellows of the MIoD who are senior executives or directors from cross sections of industries and professions. This is a free service for Members and Fellows and allows them to promote themselves as a potential independent director to sit on the boards of other organisations. There is a small fee for companies who wish to undertake a search, but a free search is offered to our Founders and Patrons, and to registered NGOs as part of our Corporate Social Responsibility.

We currently have 256 members (+88% VLY) on the Register and a total of 18 director search requests were received during 2013-14. While this is lower than last year, we are confident that the demand for this service will continue to grow.

The revenue derived from all these activities amounted to Rs. 1,991,092 vs Rs. 389,950 last year.

3.4. Actively participating in the revision of the National Code of Corporate Governance

The National Code of Corporate Governance ('Code') was first published in 2003 by the National Committee on Corporate Governance ('NCCG'). Indeed the MIoD was set up in 2008 by the NCCG following recommendations made in the Code.

As a result the MIoD has been closely associated with the promotion of the corporate governance principles espoused in the Code and has supported the NCCG's efforts in launching a revision of the Code.

This process came to fruition in May 2014 with the appointment of an international expert in Corporate Governance, Mr. Chris Pierce, to assist the NCCG to revise the Code. The MIoD has been invited, through its CEO, to participate in the 'Board and Directors' subcommittee set up in the context of the revision.

4. Legitimacy of the MIoD

4.1. Being a Role Model by setting high standards and implementing best practices

This year, although there is no legal requirement to do so, the Corporate Governance Report of the MIoD has been reviewed by the external auditors to assess the extent of compliance with the Code.

The MIoD was also among the first companies in Mauritius to produce its Annual Integrated Report in compliance with the Guidelines of the Global Reporting Initiative.

The MIoD has been mandated this year to lead the voluntary private sector initiative, in collaboration with the Joint Economic Council, Mauritius Employers Federation and ICAC, to combat corruption in Mauritius, known as PACT (Private Sector Anti-Corruption Task Force) which is currently working on an Integrity Pledge to be adopted by the private sector. Two workshops have been run in this financial year by the MIoD and ICAC, facilitated by Prof Deon Rossouw, CEO of the Ethics Institute of South Africa, with over 50 companies attending. It is planned to launch the Integrity Pledge in the coming financial year.

4.2. Being a Credible and Recognised Voice for Directors

Through the Directors' Forum and the Audit Committee Forum, the MIoD has contributed, in collaboration with the sponsors, respectively PwC and KPMG, to raising issues facing boards and directors and bringing them to the forefront.

The Directors' Forum which was launched in January 2012, acting as an Advisory Council and a Technical Committee to the MIoD, has already issued two publications entitled 'Best Practice Guidelines for Appointment of Directors' and 'An Ethics Guide for Boards'. Copies of the guidelines and the relevant resource packs can be obtained from the MIoD website, *www.miod.mu* under the section 'Information Centre'. The Directors' Forum is now working on its third publication: "Engaging with Shareholders" which should be published in the course of 2014.

MEMBERS OF THE
DIRECTORS FORUM

- Pierre Dinan – Chairman
- Clairette Ah Hen
- Deva Armoogum
- Richard Arlove (as from 23 April 2014)
- Sunil Benimadhu
- James Benoit
- Prabha Chinien
- Aruna Collendavelloo
- Girish B. Dabeesing
- Jean-Paul de Chazal
- George Dumbell (as from 23 April 2014)
- Gerard Garrioch
- Michael How Wan Kau
- Dr. Raj Jugurnauth (up to 22 January 2014)
- Georges Leung Shing
- Cyril Mayer
- Catherine McIlraith
- Giandev Moteea (as from 21 August 2013)
- Megh Pillay
- Krish Ponnusamy (up to 20 November 2013)
- Anita Ramgutty-Wong
- Aisha Timol
- Jane Valls
- Richard Wooding (up to 22 January 2014)

The MIoD has collaborated again with PwC by sponsoring the Award for Risk Management Disclosures as part of the PwC Corporate Reporting Awards. The Award for 2013 was won by the Mauritius Commercial Bank Ltd.

The Audit Committee Forum (ACF), which has been set up, with the sponsorship of KPMG, to help Audit Committee members and their Boards enhance the effectiveness and integrity of the financial reporting process, has finalised its first publication entitled Best Practice Guidance Notes for Audit Committees which was launched on 2 July in the presence of the President of the Republic. A copy of the Best Practice Guidance Notes and the resource pack can be obtained from the MIoD website, *www.miod.mu* under the section 'Information Centre'.

MEMBERS OF THE **ACF**

- **Georges Leung Shing – Chairman**
- **Alastair Bryce**
- **Damendranath Bhunjun**
- **John Chung**
- **Jerome De Chasteauneuf**
- **Madhvi Ramdin Clark**
- **Pierre Dinan**
- **Maurice Enouf**
- **Jean-Michel Felix**
- **Paul Halpin**
- **Fabrice Koenig**
- **Ambrish Maharahaje**
- **Catherine McIlraith**
- **Sanjay Molaye**
- **Sheila Ujoodha**
- **Jane Valls**

More information on the above mentioned forums can be found on the website of the MIoD on *http://miod.mu/about-us/the-directors-forum.aspx and http://miod.mu/about-us/audit-committee-forum.aspx*.

In order to consolidate our relationship and collaboration with key stakeholders, and to facilitate the sharing of information. The MIoD has entered into MOUs with the Financial Reporting Council and with the Stock Exchange of Mauritius Ltd. MOUs are also in progress with the Registrar of Companies, the National Committee on Corporate Governance and the Bank of Mauritius.

The MIoD has also sent its recommendations to the Minister of Finance for the 2013 Budget.

4.3. Being a Leading Regional Player

The growing trend of inter-continental business transactions and the increase in the flow of direct foreign investment in Africa is giving rise to the importance of Corporate Governance on the continent. It has become imperative to develop initiatives that guide the formulation of Africa-specific guidelines to corporate governance, that champion the business dynamics of the continent and that meet the highest global standards. According to the International Monetary Fund, Africa will host seven of the top ten fastest growing economies in the world in the next five years. With the current focus on growth and development in Africa, good corporate governance and capacity building in this area is thus vitally important.

The MIoD, together with the Institute of Directors of Southern Africa (IODSA), have thus jointly spearheaded the setting up of the African Corporate Governance Network (ACGN), with the support of the NEPAD Business Foundation (NBF) and the International Finance Corporation (IFC).

On 16 October 2013, the ACGN was officially launched in Mauritius by Baroness Lynda Chalker at an international event which marked the signing ceremony of the ACGN Constitution by all Founding Members and the NBF. The Founding Members of the ACGN, who officially signed the ACGN Constitution, binding them to work together to promote good corporate governance in Africa, are:

- Institute of Directors Kenya
- Institute of Directors in Malawi
- Mauritius Institute of Directors
- Institut Marocain des Administrateurs
- Institute of Directors Mozambique
- Institute of Directors in Southern Africa
- Institute of Directors in Tanzania
- Institute of Corporate Governance of Uganda
- Institute of Directors of Zambia
- Institute of Directors Zimbabwe

The Institute of Directors in Nigeria became a Member in February 2014 and other countries with whom the ACGN is currently in discussion include: Algeria, Cote d'Ivoire, Egypt, Ethiopia, Ghana, Namibia, Seychelles, Senegal and Tunisia. It is the objective of the ACGN to be a pan-African organisation.

FITC Nigeria has become an Affiliate Member. ACCA, Ernst and Young (EY), the Ethics Institute of South Africa, the African Securities Exchanges Association (ASEA) and GRI have all signified their intention to sign MOUs with the ACGN and/or become Affiliate Members.

The NEPAD Business Foundation provides the Secretariat for the ACGN and Webber Wentzel acts as legal advisers both on a pro-bono basis. The IFC has signed a Cooperation Agreement to fund the capacity building of member and potential member organisations as well as building a team of African corporate governance trainers.

The prime objective of the ACGN is to develop institutional member capacity for enhancing effective corporate governance practices, building better organisations and corporate citizens in Africa. The ACGN aims to become a repository of information on corporate governance in Africa, while providing policy makers and market participants with an important forum to exchange experiences and best practices aimed at addressing ongoing corporate governance challenges in Africa. The ACGN meets twice per annum and is currently chaired by the CEO of the MIoD. More information can be found on the ACGN website www.afcgn.org.

4.4. Being recognised as the leading institute for quality training and education in corporate governance

2013/14		2012/13	
Total number of public workshops: 39	Customer satisfaction: 90%	Total number of public workshops: 43	Customer satisfaction: 95%
Number of Participants at in-house workshops: 1117	Number of Participants at public workshops: 763	Number of Participants at in-house workshops: 454	Number of Participants at public workshops: 1262

In total during this financial year, in addition to the 39 public workshops, the MIoD has run 38 in-house workshops and made several presentations on Corporate Governance and Ethics.

During the year under review, a decrease in the attendance at our public workshops was noted. However, this trend was reversed in May and June. The drop in the participation at the level of our public workshops can be attributed to two key factors:

- the economic climate in general; and
- the trend for directors and boards to run in-house work shops vs participating in public workshops.

The demand for in-house training has far exceeded the drop in the participation at public workshops and while it is evident from our members' survey that public workshops should remain an important element of our service offering, it is also clear that the current trend is for in-house workshops where the whole Board or the top team can participate together.

Our partnership with high profile international trainers, coupled with local trainers and local experts, has enabled us to deliver high quality training workshops while maintaining a very high satisfaction rate.

The MIoD has been approved as a Training Institute by the Mauritius Qualifications Authority. All the MIoD workshops are MQA-approved and qualify for HRDC refunds as well as Continuing Professional Development (CPD) units.

International trainers and facilitators who have visited Mauritius and run workshops for the MIoD this year include: Saffron Baggallay, Carolynn Chalmers, Keith Coats, Dr. Graeme Codrington, Maggie Gorse, John Lim, Chris Pierce, Prof Deon Rossouw, Ken Rushton, Mike Saunders, Didier Serrat, Clem Sunter, Jean-Paul Tonnier and Bert van Walbeek.

We continue to work closely with the IFC Global Corporate Governance Forum (GCGF) and the Ethics Institute of South Africa whose materials we mainly use for all our workshops.

All participants are asked to complete an evaluation form after each training course or workshop delivered by the MIoD. The feedback obtained from the participants ranges from the content of the training, the course material provided, the performance

MIoD Trainers

- Kim Andersen
- Patricia Day-Hookoomsing
- Anwar Kaidoo
- Danielle Lagesse
- Ambrish Maharahaje
- Benoit Maingard
- Gerard Manuel
- Jane Valls
- Françoise White
- Bruneau Woomed

of the trainers, the suitability of the venue and future topics for workshops.

All trainers and facilitators are also asked to complete an evaluation form after each workshop they deliver on behalf of the MIoD in order to ascertain if they feel the learning objectives were achieved, any recommendations for improving the workshop, the course content and the materials for the next occasion and any other useful feedback.

The feedback is monitored by the CEO of the MIoD as well as the Education Committee of the MIoD. Changes are brought to the workshops run by the MIoD in the light of the feedback received. Suggestions for new topics are fed into the Training Calendar. All facilitators receive a copy of the participants' feedback.

In the coming financial year, we aim to maintain our position as a leading provider of corporate governance, ethics and director training and education, by reviewing and refreshing our Director Development Programme which is now in its 5th year, and looking at blended learning programmes where possible. We will also be looking at opportunities for Directors Certification courses while continuing to provide a varied, dynamic, relevant, high quality and sustained adult learning programme.

The MIoD has been appointed as a GRI Training Centre and, together with our technical partner, ELIA, we will be launching a series of GRI workshops.

Our library continues to grow and is being increasingly used by members, as is our book ordering service.

Training – both public and in-house workshops – has contributed a surplus of Rs 2,561,238 in this financial year which represents 22% of the total MIoD revenues.

4.5. Increasing our Visibility and Building on our Existing Good Reputation

2013/14		2012/13	
1:12 Retainer Spend: Media Coverage	1:51 Retainer Spend: Advertising Value Equivalent	1:6 Retainer Spend: Media Coverage	1:25 Retainer Spend: Advertising Value Equivalent

We continue to build our reputation and brand through our sustained interaction with the media and our increasingly robust press, online and social media presence. 124 articles on the MIoD have been published in the media during this financial year.

We have this year developed a new interactive website which allows greater functionality including on-line membership applications and on-line training and events booking. Our new website also allows members to access and update their profiles and data. We have also increased our presence on LinkedIn, Facebook and Twitter and produced 4 on-line members' newsletters.

5. Attract non-Directors, Associates and Public Sector, as well as seasoned Directors

5.1. Widening the scope of our services beyond corporate governance and providing more skills training and a Leadership Programme

During the year under review, the MIoD introduced a public strategic Leadership Programme in collaboration with TomorrowToday, which focuses on the leadership skills needed to survive and thrive in today's world which are very different from those of a generation ago.

TomorrowToday has been in operation for over 10 years and specialises in delivering strategic insights, packaged in the form of presentations, workshops and leadership development programmes. They have offices in South Africa, UK and Asia (Hong Kong) with a highly skilled team that has an exceptional depth of knowledge and breadth of international experience, working with clients in over 25 countries around the world.

In the coming year, the MIoD will continue to run this Leadership Programme with TomorrowToday as a series of in-house workshops.

In this financial year, the MIoD also organised a series of workshops with Mr. Clem Sunter on 21st Century megatrends and the latest global economic scenarios, flags and probabilities together with the best responses to them and a corporate strategic planning methodology. These workshops have proved to be highly successful with local companies and there is a steady demand for the coming year.

Equally the demand for other regular specialist international facilitators, such as Bert van Walbeek from Winning Edge and the Risk Prevention, Crisis Management and Business Continuity Planning seminars, continues to increase.

5.2. Reaching out to the Public Sector

As part of its advocacy initiatives, the MIoD wrote to the top 50 parastatals bodies and state-owned enterprises to offer them a one hour complimentary presentation on corporate governance. A number of such entities have responded positively to the offer and presentations have been made at the Mauritius Post, Airports of Mauritius, Mauritius Post and Cooperative Bank and the Employees Welfare Fund. Others are in the pipeline and this initiative will be renewed in the coming financial year.
The MIoD also continues to work with the Office of Public Sector Governance (OPSG) offering pro-bono training and presentations, as well as seats on our public workshops, whenever possible.

6. Maintaining existing Founders and Patrons and attracting new Patrons

We are pleased to report that 15 of our Founders have pledged to continue supporting the MIoD for another five year term starting as from 1st July 2013.

As at 30 June 2013, the number of Patrons has been maintained at 23 demonstrating the commitment of corporate Mauritius to uphold the principles of good corporate governance.

7. Annual Report

The MIoD welcomes the new Practice Direction (No. 2 of 2014) issued by the Registrar of Companies on 30 May 2014. This new Practice Direction, which supersedes Practice Direction No. 1 of 2009, now authorises Mauritian companies to send their annual report to its shareholders in any readable electronic format, where the shareholder provides such consent. The shareholders may however reserve the right to revoke such consent at a later date. It has been considered and agreed by the Board of Directors of the MIoD to offer this option to our members and MIoD members have thus been asked to opt in for this more environment-friendly solution which is very much in line with the MIoD's sustainability policies.

8. Outlook

The outlook for the MIoD continues to be positive as membership grows and the demand for our services remains strong. The MIoD will continue to innovate and engage with stakeholders in the coming financial year with plans to set up a Company Secretary's Circle and a Sustainability Forum.

We have undertaken some limited research this year and this is an area that we also wish to focus more on in the future, as well as keeping our members up to date with changes in legislation and regulations around the world. We look forward to the revision of the Code of Corporate Governance which will also give rise to providing more information and training for our members once the new Code is launched. The work undertaken this year on the voluntary private sector Integrity Pledge will also be a key focus for implementation in the coming financial year.

Signed on behalf of the Board

Mr. James Benoit
Chairman

Mrs. Catherine McIlraith
Director and Chairperson
Audit and Risk Committee

Date: 13 August 2014

CORPORATE GOVERNANCE **REPORT**

1. Compliance Statement

In accordance with its mission statement, the Mauritius Institute of Directors is committed to applying the principles of good corporate governance in its strategy and operations. Rather than adopting a 'tick the box' approach to complying with the Code, the MIoD has embedded the principles of the Code in its day-to-day operations. The MIoD thus aims, as part of its overall strategy, to be a model of good Corporate Governance.

During the year, the MIoD has complied with all material aspects of the principles laid down in the Code. Given that the Company has less than 10 employees, the Board of directors considers that it functions effectively with only one Executive Director, namely the Chief Executive Officer.

2. Corporate Details and Holding Structure

Incorporated in Mauritius as a public company limited by guarantee on 11 February 2008, the MIoD is a non-profit making organisation engaged in the promotion of good corporate governance in Mauritius and in training and development.

The rights, powers, duties and obligations of the MIoD, the Board, each director, and the members of the Company are governed by the Constitution of the Company and the Companies Act 2001, as well as by the MIoD Board Charter.

The constitution of the MIoD provides inter alia that:

2.1. every member, irrespective of his class of membership, including a person who has been a member at any time within 12 months from the effective date of the winding up of the Institute, shall in the event of the Company having a deficit in disposable assets over its liabilities, contribute a maximum of one hundred (100) Mauritian Rupees to the assets of the Company in the event of it being wound up;

2.2. the monies collected shall be applied for the payment of the debts and liabilities of the Company and the payment of the costs, charges and expenses associated with the winding up of the Company; and

2.3. the Directors are prohibited from making any form of distribution, including distributing dividends, returns of capital, income or profits of the Company to the members. However, the Company shall use any surplus funds in any year to pursue the goals set out in Article 5 of the Constitution.

The full version of the Constitution is available on the MIoD website, *www.miod.mu*.

3. The Board

As at 30 June 2014, the Board of the MIoD comprised 11 directors (7 men and 4 women) of whom 10 were independent directors, and of whom Mrs. Jane Valls was appointed Executive Director.

A vacancy arose on the Board on 15 January 2014 when Mr Richard Wooding stepped down as director of the Company. As there was no urgent need to appoint a replacement and on the recommendation of the Nomination and Membership Committee, it was resolved that such vacancy would be filled in the upcoming annual Nomination Process and at the Annual Meeting of Members (AMM) scheduled for 25 September 2014.

The profiles of the directors are set out on page 9 of the report.

Mr. James Benoit was appointed as Chairman of the Board by his fellow directors following the AMM held on 25 September 2013.

For the year under review, the Board considered its composition was adequately balanced and that the directors had the appropriate range of skills, expertise and experience required to carry out their duties properly in order to serve the interests of all the stakeholders of and provide effective corporate governance to the MIoD.

The Constitution of the Company provides that, with the exception of the CEO, every other director shall be eligible for reappointment for a maximum of five consecutive years.

In line with the Code, all directors who meet the eligibility criteria stand for re-election at the AMM on the recommendation of the Nomination and Membership Committee.

Mr. James Benoit having reached his term of office, will not stand for re-election at the next AMM. The Nomination and Membership Committee has reviewed the skills, competencies and experience required to enable the Board to function efficiently as well as the profile of the directors eligible for re-election. Their contribution to meetings of the Board and its committees as well as their willingness to stand for re-election were also considered.

Pursuant to such review, the Nomination and Membership Committee has recommended that the following directors be considered for re-election at the Annual Meeting:

1. Heba Jangeerkhan
2. Patricia Day-Hookoomsing
3. Catherine McIlraith
4. Bryan Gujjalu
5. Jean Pierre Lim Kong
6. Ricardo Freyneau
7. Sidharth Sharma
8. Olivier Decotter
9. Ravin Lama

A detailed profile of the above Directors is available on the MIoD's website: *www.miod.mu*.

As regards the two remaining vacancies on the Board, the Nomination and Membership Committee has recommended that candidates with experience in the Global Business Sector or the Public Sector, with a legal, human resource, IT or commercial backgrounds be considered for election as director of the Company. The candidates should also have a good knowledge of corporate governance.

A notice inviting members to apply for consideration as director of the Company was issued on 19 May 2014.

On appointment to the Board, new directors receive a comprehensive induction pack from the Company Secretary and the CEO and have informal meetings with the Chairman, fellow

Board members, members of the Nomination and Membership Committee, the CEO and the employees of the MIoD.

The Chairman is independent and the functions and responsibilities of the Chairman and CEO are separate.

The Chairman and the CEO, in collaboration with the Company Secretary, agree the Board meeting calendar for the year and the Board meeting agendas in advance to ensure adequate coverage of key issues throughout the year. Board packs are usually, and as far as practicable, sent to the Directors 5 business days in advance.

"Your Directors met 5 times during the year under review. In February 2014, the Board met to evaluate the strategic plan of the MIoD and pursuant to such meeting, the strategic plan was revised to enable the MIoD to continue meeting its objectives. The Board also received regular reports from the CEO on the activities of the Company. Board deliberations were characterised by open and frank discussions and provided a forum for challenging and constructive debates. The Board also received reports from the chairmen of the various Committees."

***James Benoit** (Chairman - Board)*

All directors have access to the Company Secretary and CEO to discuss issues or to obtain information on specific areas or items to be considered at Board meetings or any other area they consider appropriate. Directors attend Board meetings unless exceptional circumstances prevent them from so doing.

Furthermore, the directors have the right to request independent professional advice at the expense of the Company. The Board also invites third parties with relevant experience and expertise to attend Board meetings as and when required.

Besides Board meetings, decisions are also taken through Board resolutions as and when required.

The attendance of directors at Board and Committee meetings is set out in the table on page 30.

The profiles of the senior management team are set out on page 11 of the report.

4. Board Committees

The Board of the MIoD has set up the following committees (together, the "Committees", and each a "Committee") to assist in the execution of its responsibilities:

- Audit and Risk Committee
- Corporate Governance Committee
- Education Committee
- Nomination and Membership Committee

The Terms of Reference of each Committee are available for consultation on the website of the MIoD, *www.miod.mu.*

4.1. Audit and Risk Committee ('ARC')

The ARC is composed of four Directors, namely, Catherine McIlraith (Chairperson), Jean Pierre Lim Kong, Bryan Gujjalu and Ricardo Freyneau. The Company Secretary acts as secretary of the Committee. The CEO is also in attendance at the meetings of the ARC as well as the Accounts and Administration Coordinator, the external Accountant and the External Auditor, when required.

The ARC's main responsibilities are to assist the Board of Directors in fulfilling its oversight responsibilities for:

- the integrity of the Company's financial statements;
- the Company's compliance with legal and regulatory requirements;
- the independent auditor's qualifications, independence and performance;
- the effectiveness of the Company's internal controls;
- the review of any accounting or auditing concerns identified;
- monitoring of debtors; and
- the review of the risk philosophy, strategy and policy and assessment of the quality of the risk management process.

"The Committee met 4 times during the financial year 2013-2014 to review the Company's accounting policy and procedures, management accounts, the financial statements and the Annual Report 2013 as well as the risks faced by the MIoD. The risk register of the MIoD was updated with the addition of a defined risk appetite level. The Committee also decided to split the review of the Internal Control systems and IT Security Review over two financial years. The IT Security Review will be held in 2014 and the Internal Control review will be held in financial year 2015."

Catherine McIlraith
Chairperson, Audit and Risk Committee.

4.2. Corporate Governance Committee ('CGC')

The CGC is composed of 3 directors, namely, Olivier Decotter (Chairman), Catherine McIlraith and Jane Valls. The Company Secretary acts as secretary of the Committee.

The CGC makes recommendations to the Board on all Corporate Governance provisions to be adopted to enhance compliance with prevailing governance principles and practices.

> ***"We met 3 times during the year under review. Besides reviewing the non-financial part of the Annual Report, we also looked at the Data Protection Policy of the Company as well as the IT Governance Framework of the Company."***
>
> ***Olivier Decotter***
> *Chairperson, CGC*

4.3. Education Committee ('EC')

The EC is composed of 5 directors, namely Patricia Day-Hookoomsing (Chairperson), Ravin Lama, Heba Capdevilla-Jangeerkhan, Sidharth Sharma and Jane Valls. The Company Secretary acts as secretary of the Committee.

The Committee is responsible for all matters regarding training and education activities of the MIoD aimed at the promotion and achievement of its objectives.

> ***"3 meetings of the Education Committee were held during the year. Our courses continue to be well attended with an average of 19 participants per workshop and we are pleased to report that the satisfaction rating has remained above average at 90%. The Committee has overseen the training and education plan of the MIoD and the very successful International Conference held in October 2013 and is currently working on the evaluation of a Director Certification programme as well as the possibility of blended learning courses. We are also at the initial stages of planning for the next conference of the MIoD which will be held in 2015."***
>
> ***Patricia Day-Hookoomsing***
> *Chairperson, EC.*

4.4. Nomination and Membership Committee ('NMC')

The NMC is composed of three Directors, namely Heba Capdevila-Jangeerkhan (Chairperson), James Benoit and Jean Pierre Lim Kong. The CEO is in attendance at the meetings and the Company Secretary acts as secretary of the Committee.

The Committee is responsible for all matters concerning membership of the MIoD, as outlined in its Constitution, and for recommending to the Board candidates to be appointed as Directors to the Board, as well as all employees' remuneration.

The Committee has a separate set of clear and transparent published procedures and distinct terms of reference for the nomination of Directors and for the admission of new members.

> ***"During the year, the Nomination and Membership Committee met 6 times and approved 153 new members. The Committee has also worked on proposed new criteria for the categorisation of members as well as an updated set of benefits for each category. The Committee has been through the nomination process to recommend Directors for election at the next Annual Meeting of Members."***
>
> ***Heba Capdevilla-Jangeerkhan***
> *Chairperson, NMC*

5. Board Performance and Evaluation

An evaluation of the Board's performance is undertaken every year and reviewed with the objective of improving its performance, procedures, practices and administration and those of its Committees, as well as the overall achievement of the Company's Vision, Mission, Values and Objectives. The last Board Evaluation Report in 2013 identified the following key areas for improvement: the need for the review of some of the training programmes offered by the MIoD and the need to reach out more effectively to the public sector. The EC of the MIoD has been tasked with reviewing the training programme as from January 2015. The NMC, as well as the Directors Forum, have been asked to look at the issue of encouraging more members from the Public Sector.

6. Conflict of Interest

The Board's policy on conflicts of interest, with which all employees and Directors are expected to comply, is available on the MIoD website, *www.miod.mu*.

All Directors are required to disclose any conflicts of interest at the start of every Board or Committee meeting.

Attendance at meetings	Board	ARC	EC	NMC	CGC
ARMOOGUM, Devapragassen[1]	1/1	n/a	n/a	2/2	n/a
BENOIT, James	3/5	n/a	n/a	3/6	n/a
CAPDEVILA-JANGEERKHAN, Heba	4/5	n/a	3/3	6/6	n/a
DAY-HOOKOOMSING, Patricia	5/5	n/a	3/3	n/a	n/a
DECOTTER, Olivier[2]	5/5	n/a	n/a	n/a	3/3
FREYNEAU, Ricardo[3]	2/4	1/3	n/a	n/a	n/a
GUJJALU, Bryan[4]	3/4	3/3	n/a	n/a	n/a
HEBERDEN, Vaughan[5]	0/1	n/a	n/a	n/a	n/a
LAGESSE, Danielle[6]	0/1	n/a	n/a	n/a	n/a
LAMA, Ravin	5/5	n/a	2/3	n/a	n/a
LIM KONG, Jean Pierre[7]	4/4	2/3	n/a	4/4	n/a
LEUNG SHING, Georges[8]	1/1	1/1	n/a	2/2	n/a
McILRAITH, Catherine	5/5	4/4	n/a	n/a	3/3
SHARMA, Sidharth[9]	4/4	n/a	2/3	n/a	n/a
VALLS, Jane Elizabeth Orde	5/5	4/4	3/3	6/6	3/3
WOODING, Richard[10]	0/2	0/2	n/a	n/a	n/a

[1] Stepped down at the AMM on 25 September 2013
[2] Appointed at AMM held on 25 September 2013
[3] Appointed at AMM held on 25 September 2013
[4] Appointed at AMM held on 25 September 2013
[5] Stepped down at the AMM on 25 September 2013
[6] Stepped down at the AMM on 25 September 2013
[7] Appointed at AMM held on 25 September 2013
[8] Stepped down at the AMM on 25 September 2013
[9] Appointed at AMM held on 25 September 2013
[10] Resigned on 15 January 2014

7. Statement of Remuneration and Philosophy and Recruitment Policy

7.1. Remuneration Philosophy

The NMC is responsible for reviewing and recommending to the Board any changes to employees' remuneration. Employees are rewarded for their contribution to the Company's performance based on their performance against annual Key Performance Indicators ("KPIs") and the company's financial position. The MIoD has started a review this year to ensure that employees' remuneration is in line with industry and market benchmarks.

The Non-Executive Directors are not remunerated for serving on the Board.

The total emoluments paid to the CEO during the year under review was:

Name	Remuneration
VALLS, Jane Elizabeth Orde	Rs 3,704,545*

*It should be noted that this amount includes a provision for the annual performance bonus which, this year, has been exceptionally paid in August 2014.

Annual Members Meeting

7.2 Range of Ratios of Standard Entry Level Wage by Gender

The MIoD does not differentiate salaries on the basis of gender nor do we have a standard entry wage level for employees. Entry salaries are based on industry and market benchmarks, the entrant's educational level and relevant experience. The NMC is responsible for reviewing and recommending to the Board any changes to employees' remuneration.

The MIoD has this year increased the number of staff by one and now employs 6 staff, excluding the CEO – 4 female and 2 male. The lowest male basic salary is Rs 30,049 and the lowest female basic monthly salary is Rs 19,000. There is no official minimum wage in Mauritius in our sector. However as per the Ministry of Labour and the National Remuneration Order for Travel Agents and Tour Operators Workers, a similar service sector, the minimum wages prescribed for comparable jobs are as follows:

- Senior Accounts Clerk: Rs 10,306
- Administrative Clerk: Rs 8,717

Based on this methodology the ratio of entry level wage by gender compared to local minimum wage for comparable jobs is 2.9 for male staff and 2.1 for female staff. The apparent difference between the two ratios does not imply gender bias at MIoD since for any specific position a male or female employee would receive the same remuneration all else being equal.

The MIoD is focused on continually developing a workforce that is dedicated, motivated and well trained in order to assure the Company's future development and growth as well as providing long term employment for individual employees.

To achieve this goal the MIoD provides competitive compensation and certain social benefits to all employees while maintaining a positive work environment. The MIoD is committed to providing a total compensation package that enables the Institute to attract and nurture skilled employees for all positions. A competitive total compensation package includes an effective salary and a benefits plan which aims to:

- pay a fair basic salary for the job by benchmarking against similar jobs and similar organisations in Mauritius and taking into consideration internal equity, specific job requirements, and the skills, knowledge, and abilities of the employee;
- provide basic benefits; and
- recognise individual contribution through the performance bonus system.

The total compensation package also includes payment of a 13th month salary in line with Mauritian legislation, which is normally paid in December and is calculated proportionately to the time of service during the year. All employees receive a pay slip and salaries are usually paid on the 26th of each month by standing order.

The Board of the MIoD has agreed to introduce a private contributory pension scheme for all employees as from July 2014 as well as 24/7 insurance cover.

7.3 Recruitment Policy

Under the Equal Opportunities Act 2008 ('EOA'), an employer cannot discriminate against an employee/prospective employee on the basis of the following:

Age	**Marital status**
Caste	**Place of origin**
Colour	**Political opinion**
Creed	**Race**
Ethnic origin	**Sex**
Impairment	**Sexual orientation**

The EOA also specifies that employers should be exclusively merit-oriented in their approach when it comes to selecting, recruiting, employing, appraising, promoting or dismissing an employee.

Although the guidelines are not of a mandatory nature for the MIoD as it employs less than 10 employees on a full-time basis, the MIoD is committed to a policy of equal opportunities.

The MIoD's HR Policies & Guidelines provides that no unlawful discrimination occurs in the recruitment and selection process on the grounds of race, religion or belief, colour, sex, age, national origin, disability or sexual orientation. The MIoD's HR Policy and Guidelines can be found on the website, *www.miod.mu*, under the section 'Annual Integrated Report 2014' on the homepage.
All employees are hired from the local community although this is not explicitly stated in our HR Policy and Guidelines.

Integration of Gender and Diversity into Programme Design
The MIoD's published HR Policy and Procedures is intended to ensure that, inter alia:

- Recruitment practices are professional, transparent and equitable
- Employment relationships are based on mutual trust, fairness and equality of opportunity for all
- The dignity and individuality of all employees is respected
- No applicant or employee is subjected to discrimination of any kind
- All employees are trained to carry out their role competently
  and are supported to develop to their full potential
- Equality of access to all development opportunities
- Fair and equal treatment of all employees
- Equal opportunities for all employees

8. Annual Meeting of Members ('AMM')

As at 30 June 2014, the MIoD had 1002 members.
The MIoD communicates to its members through its Annual Integrated Report, publications, newsletters, website, emails, networking events, surveys and the AMM. The key members events held during the year were:

1. AMM	25 September 2013
2. Members Networking Evening at the Hennessy Park Hotel	30 April 2014
3. Fellows Evening at InVino	13 June 2014

9. Share Price

The Company is not listed on any stock exchange and share price information is therefore not applicable.

10. Internal Control and Risk Management

10.1 Risk Management

The Board is responsible for the process of risk management which incorporates internal control and audit and has delegated its overall responsibility to the ARC.
The ARC assists the Board in fulfilling its responsibilities by regularly monitoring decisions and processes designed to ensure the integrity of financial reporting and sound systems of internal control and risk management.
Management is accountable to the Board to establish processes and procedures for identifying, evaluating, and managing any significant risks faced by the Company.

A full risk analysis has been undertaken and a register of key risks has been established and is regularly updated and presented to the ARC for the appropriate mitigation, actions and decisions to be taken.

The key risks identified and which require monitoring are as follows:

- reputation;
- loss of Founders and Patrons funding, especially after the initial 5 year commitment;
- technology failure and data loss;
- natural disasters;
- credit risk attributable to trade receivables;
- loss of key personnel.

These risks are being addressed in the following ways:

- a risk appetite level has been defined as low and set at 2% of gross annual revenues;
- an ethics risk assessment was completed in August 2012;
- the MIoD Code of Conduct has been reviewed;
- a Whistleblowing Policy has been implemented;
- the MIoD has put in place a new 3 year business plan to ensure its sustainability;
- a Disaster Recovery and Business Continuity Plan has been put in place;
- a simulation was carried out to test the Disaster Recovery and Business Continuity Plan during the year;
- insurance cover is reviewed annually;
- improved debtor management and processes and regular follow up;
- a sector analysis has been undertaken to ensure limited vulnerability to a financial downturn in any one sector;
- the original Founders and Patrons continued support has been sought and secured;
- new Patrons are approached annually and 23 Patrons have been secured as at 30 June 2014;
- an impact assessment to be undertaken on the loss of key personnel with proposals for risk treatment;
- IT security has also been reviewed and improved with the implementation of a firewall;
- an IT security audit will be undertaken in the coming financial year.

10.2 Internal Control

There is no internal audit function as the Board considers the size of the Company too small. However, Cays Associates was appointed in May 2010 to look after the MIoD's accounts and oversee the Company's accounting procedures and controls. The ARC is responsible for ensuring that all internal controls are in place and for the regular review of the company's management accounts and policies. Separation of powers is ensured for approval of all purchases, payments of bills and signing of cheques. Cash transactions are limited and receipts are immediately issued. The Pastel software accounting system is used for the management and control of accounts and debtors.

10.3 External Audit

Moore Stephens was re-appointed as external auditor for the year 2013/14. No non-audit services were rendered by the external auditor.

11. Corporate Social Responsibility ('CSR')

The Company is a non-profit making organisation and is therefore not accountable for CSR contributions. The MIoD has however decided this year to implement a CSR programme by providing "at cost" training on corporate governance and ethics management to registered non-governmental organisations as well as using its Directors Register to conduct pro-bono searches for such organisations.

Africa Rising Conference

12. Ethics

An ethics risk assessment, which also covered corruption risks, was undertaken in 2011. The assessment covered all the activities of the MIoD. Thereafter the MIoD Code of Conduct was reviewed and revised on 15 July 2012 to address ethical conduct within the Company and as put into practice by its members. The members of the Company are expected at all times to act in such a way as not to bring themselves or the MIoD into disrepute. They are also expected to comply with the Code of Conduct of the MIoD which provides guidance on behaviour to be adopted by the members.

The MIoD also has a Whistleblowing Policy and this and all other policies are available on our website as follows:

- Accounting Policies & Procedures
- Code of Conduct
- Conflict of Interest Policy
- Data Protection Policy
- HR Policy and Guidelines
- Media Policy
- Nominations Procedure
- Procurement Policy
- Quotation and Tender Process
- Related Party Transactions
- Whistle Blowing Policy

The Ethics Risk Assessment Report, the Code of Conduct and the MIoD Whistleblowing Policy can be found on the MIoD website, *www.miod.mu* under the section 'Integrated Report 2013/14' on the homepage

12.1.Training in Anti-Corruption Policies and Procedures

The MIoD's Code of Conduct also applies to all its employees who are required to behave ethically in a manner consistent with the values of the MIoD. If in doubt, employees should seek advice from management.

Employees are encouraged to report to management any behaviour by another employee which they consider to be unethical. This may include behaviour that the employee believes violates any law, rule or regulation or represents corrupt conduct, substantial mismanagement of company resources, or is a danger to public health or safety or to the environment. Employees making such reports shall be protected against reprisals providing the claim is based on a reasonable belief, is reported to an appropriate person and is not malicious.

During the course of the financial year, two employees of the MIoD were trained in the 'Ethics Officer Certification Programme' which the MIoD runs jointly with the Ethics Institute of South Africa. The number of employees certified as Ethics Officers is 2 out of a total of 7.

12.2. Whistleblowing Council

The MIoD has, this year, signed an MOU with Transparency Mauritius to set up a Whistleblowing Council. The objectives of the Whistleblowing Council are to:

- promote whistleblowing within the private sector;
- analyse trends and make recommendations accordingly;
- act as an advisory council to private sector entities having in place or intending to put in place a whistleblowing policy and individuals, whether employees and/or whistleblowers)
- advocate for whistleblowing legislation in Mauritius.

12.3. Private Sector Anti-Corruption Platform (PACT)

The MIoD has also been mandated this year to lead the voluntary private sector initiative, in collaboration with the Joint Economic Council, Mauritius Employers Federation and ICAC, to combat corruption in Mauritius known as PACT (Private Sector Anti-Corruption Task Force) which is currently working on an Integrity Pledge to be adopted by the private sector. 2 workshops have been run in this financial year by the MIoD and ICAC, facilitated by Prof Deon Rossouw, CEO of the Ethics Institute of South Africa, with over 50 companies attending. It is planned to launch the Integrity Pledge in the coming financial year.

Launch of ACF Best Practice Guidance Notes for Audit Committees

13. Environment

To support the MIoD in its endeavour to promote corporate sustainability in Mauritius, an exercise was undertaken to calculate the MIoD's Ecological Footprint ('EF'). The Company's EF is now updated annually and can be found on our website, *www.miod.mu* under the section 'Integrated Report 2013/14' on the homepage. Please refer to the Sustainability Report on Page 35 of this report for more information.

14. Health and Safety

The Company complies with health and safety legislations. 1 minor incident was reported during the year and corrective action has been taken.

15. Social Issues

The Board of Directors of the MIoD sets the strategic aims of the company to ensure that the necessary human and financial resources are in place for the MIoD to meet its Vision, Mission and Goals in line with our Values. The MIoD is committed to the best HR practices and believes that our people are our most valuable asset and that providing a safe and healthy working environment is not only a basic responsibility, it is fundamental to the success of our Institute. The Company accepts its ethical and corporate social responsibilities and recognises its obligation to conduct its activities in full knowledge of, and compliance with, the requirements of applicable employment legislation, regulations and approved codes of practice. The MIoD aims to achieve this by adopting a policy of best practice in managing people.

The Company is an equal opportunities employer and considers the welfare and development of its employees to be very important. Employees are consulted on all essential matters affecting their work and environment and are encouraged to attend MIoD workshops and events, as well as external training for their professional development. Team building exercises are held regularly to reinforce team values and teamwork.

The Board of the MIoD has also approved the setting up of a contributory private pension plan for the employees effective July 2014.

Please consult our website *www.miod.mu*, particularly the Policies section to know more about our HR policies and practices.

The Company is an equal opportunities employer and considers the welfare and development of its employees to be very important. Employees are consulted on all essential matters affecting their work and environment and are encouraged to attend MIoD workshops and events, as well as external training for their professional development. Team building exercises are held regularly to reinforce team values and teamwork.
The Board of the MIoD has also approved the setting up of a contributory private pension plan for the employees effective July 2014.

Please consult our website *www.miod.mu*, particularly the Policies section to know more about our HR policies and practices.

16. Related Party Transactions

The MIoD has procured training services from Consultancy Company Limited ('CCL'), amongst other service providers, since 2011. Mrs. Patricia Day-Hookoomsing is the Managing Director of CCL and with her nomination as a Director of the MIoD in September 2012, such services from CCL are now classified as a related party transaction and disclosed in the Financial Statements in note 13 on page 54.

17. Management Agreements

No management agreement has been entered into by the Company.

Dustin Bhoyrul
Company Secretary

13 August 2014

SUSTAINABILITY **REPORT**

1. Defining Report Content

This Annual Integrated Report has adopted the G3.1 guidelines of the Global Reporting Initiative, and it reflects MIoD's commitment to provide a transparent and fair review of its strategy, performance and activities in 2013-2014 to all its stakeholders. The triple bottom line report aims to provide an open and honest summary of the social, economic and environmental impacts stemming from our activities and commitments, practices, objectives and performance results regarding the management of our impacts. The report contains a combination of quantitative and qualitative impacts.

MIoD continues to adopt a learning-by-doing approach to internalise integrated sustainability reporting as a strategic management tool. While this report uses the GRI G3.1 criteria, it is our intention in the coming year to migrate to the new G4 Sustainability Reporting Guidelines. It is also understood that the learning-by-doing approach implies that the processes, tools and methodologies applied to identify, prioritise and validate report content and reporting parameters will evolve over time. Nevertheless, the processes, tools and methodologies are systemic and have been applied systematically to allow year-on-year comparisons of MIoD's performance. This is even more so because MIoD is a relatively young organisation that holds a unique position vis-à-vis its stakeholders.

We have used GRI Reporting Standard principles in determining the scope of the report, content structure and quality and data calculation and disclosure techniques. The content of this report discloses MIoD's performance for the period starting 1 July 2013 and ending 30 June 2014.

A detailed GRI table, providing responses to each of the GRI G3.1 criteria, can be found on our website at *www.miod.mu* as well as on page 57 of this report under the GRI Content Index.

2. Report Scope & Boundary

The activities of MIoD cover the geographical area of the Republic of Mauritius, and most of these activities take place in the island of Mauritius. The report boundary is therefore the activities of MIoD in Mauritius. In addition to GRI's Sustainability Reporting Guidelines (GRI 3.1), the report also follows the International Financial Reporting Standards (IFRS) for financial reporting, and the Code of Corporate Governance of Mauritius 2004. Boundaries for non-financial data collection are consistent with our financial reporting, thus aligning financial, environmental and social reporting. Since stakeholder inclusiveness is a cross-cutting issue in determining the content and scope of reporting, we have attempted to take into consideration the expectations of our stakeholders, as well as to quantify or qualify the impacts of our activities on their well-being, including present and future considerations, and to take remedial actions. Our stakeholder engagement processes are discussed below.

Since the MIoD runs an international conference every two years, it has decided to calculate the footprint for the conference separately in order to a) enable us to compare our normal operating footprint year on year and b) to compare conference footprints every 2 years.

It is to be noted that the air travel of delegates attending the international conference has not been included in our calculations as we have considered this to be part of their own footprint.

3. Determining Report Content

Guided by the G3.1 reporting guidelines and principles, and technical protocol, the following criteria have been observed in preparing this report:

3.1 Stakeholder Inclusiveness

Stakeholder identification and engagement have been carried out using a combination of three methods, namely: (1) market knowledge by virtue of being the main organisation mandated to foster the development of corporate governance at the level of Boards and senior management in Mauritius; (2) value-chain analysis to establish the entire supply chain of MIoD's services, including the enabling environment and business providers; and (3) ongoing surveys with existing and potential members.

The value chain has been mapped using in-depth knowledge of our market and by keeping in close proximity with all the stakeholders and can be found on page18.

3.2 Completeness

We have ensured that all the material topics and indicators covered in this report reflect completely the significant economic, environmental, and social impacts of our activities and enable our stakeholders to assess our performance in 2013-2014 effectively.

3.3 Balance

We have attempted to present an unbiased picture of our performance by avoiding selections, omissions, or presentation formats that are reasonably likely to unduly or inappropriately influence the reader's decision or judgment. The report provides both favourable and unfavourable results, as well as results that can influence the decisions of stakeholders in proportion to their materiality. This is a commitment to MIoD's transparency.

3.4Comparability

Since this is the second Annual Integrated Report, results present the latest data and information as well as a comparative performance analysis against last year's baseline.

The Ecological Footprint (EF) calculations have been based on the methodology used in the original Ecological Footprint Analysis & Advice on Sustainability Reporting of MIoD conducted by ELIA in November 2012, which was updated for the financial year 01 June 2012-30 July 2013 and again updated this year for the reporting period 01 July 2013- 30 June 2014 in order to make year on year comparisons. The Report and the Ecological Footprint calculators for 2012/3 and 2013/4 can be found on the MIoD website, *www.miod.mu* under the section 'Integrated Report 2013/4' on the homepage).

3.5 Accuracy

The different data in this report have been presented both on a qualitative and quantitative basis. In any case, we have ensured openness in measurements and qualitative analyses while

bearing in mind that data would need to be verifiable. While the non-financial components of the present report have not been subject to an independent third party audit, the processes, methodologies and tools for generating and analysing quantitative and qualitative data were adopted because they lend themselves to such audits. Where applicable, such as in the case of Ecological Footprint analysis discussed below, error analysis is provided to deal with uncertainties in measurements.

3.6 Timeliness

This report is issued for the purpose of the Annual Members Meeting on 25 September 2014. It will enable all our stakeholders to assess this report and provide us with relevant feedback for future reporting. This open review process forms an integral part of the learning-by-doing approach.

3.7 Clarity

This report has been presented in a manner that is understandable, accessible and usable by our stakeholders. As far as practicable, graphics and data tables have been used to present information.

3.8 Reliability

Information and processes used in the preparation of this report have been consistently gathered, recorded, compiled, analysed, and disclosed in a way that has been subject to constant examination by a competent internal team, together with the help of external consultancy firm with experience with integrated sustainability reporting using the GRI G3.1 Reporting Guidelines and Principles.

3.9 Materiality

According to the GRI G3.1 Guidelines, materiality has to be determined by considering the economic, environmental, and social impacts that cross a threshold in affecting the ability to meet the needs of the present without compromising the needs of future generations. Since the identification of thresholds is not trivial, especially when considering long-term impacts or impacts where root causes and their effects are delocalised geographically and across different time horizons, the methodology applied by MIoD to gauge materiality is evolving as it strives to better integrate sustainability across its entire spectrum of operations and services. The underlying approach is to identify and prioritise those impacts that have a propensity to create, preserve or erode economic, environmental and social value for itself and its stakeholders. In order to be methodological and systematic, a combination of approaches has been used to determine materiality and the contents of this report:

- The legal requirements of the Republic of Mauritius. In many instances, the operating legal framework prescribes minimum or allowable socio-economic and environmental impacts, and these thresholds are usually identified because of their materiality;
- Adoption of a thorough risk management process that allows us to assess and mitigate the impacts of our operations (and vice versa) beyond the financial imperative. The risk management process also makes visible opportunities to better serve our stakeholders;
- By keeping a close proximity with our stakeholders as explained in Section 1.4 of the Directors Report on page 16;
- Identification of internal issues through meetings with MIoD team members as well as subscribing to continuous learning to better adhere to our policies, values, strategies, targets and risk management processes; and
- Carrying out an Ecological Footprint analysis of our operations that cover the impacts of the following: (1) food (mainly provided by third parties during delivery of MIoD training); (2) consumables; (3) utilities, buildings, and transport; and (4) waste. The first Ecological Footprint analysis was carried out for the financial year 2012/3 and updated for the financial year 2013/4 (a copy of the reports can be obtained from our website, *www.miod.mu* under the section 'Integrated Report 2013/4' on the homepage), and its results and recommendations were approved by the MIoD's Board of Directors on 13 August 2014. The analysis has been used to quantify impacts, identify impacts of most significance, and provide a basis for taking remedial actions across the value chain as discussed in this report. Ecological Footprint analysis has been adopted as one way to deal with the difficulties in establishing thresholds for sustainability impacts. The Ecological Footprint analysis also captures the ecological impacts of services delivered (except for electricity and primary energy consumption) by third party venues during MIoD training workshops.

MIoD's materiality framework is evolving. We are confident that the results presented here are sufficiently robust to instil confidence in the quality of the report. The Annual Integrated Report should be read in conjunction with our online resources.

Currently, validation is essentially an internally orientated process, with authorisation by the CEO and Executive Secretary and ultimate approval of the Annual Integrated Report by the Board of Directors.

Performance indicators have been chosen for reporting purposes based on three main factors:

1. Results of the Ecological Footprint Analysis;
2. Our ability or maturity to respond; and
3. The opportunity for MIoD to grow and gain advantage from the impacts.

The calculation of Performance Indicators has followed the GRI Indicator Protocols. Greenhouse Gas (GHG) emissions arising from the use of electricity has been calculated from the Grid Emission Factor of Mauritius using the methodological tool 07 – i.e. "Tool to calculate the emission factor for an electricity system (Version 03.0.0) - proposed by the Clean Development Mechanism for calculating the operating margin has been used *(http://cdm.unfccc.int/methodologies/PAmethodologies/tools/am-tool-07-v3.0.0.pdf)*". GHG emissions arising from business-related air travel have been calculated using the official ICAO online calculator *(http://www2.icao.int/en/carbonoffset/Pages/default.aspx)*.

Re-statements of information are not applicable.

4. Ecological Footprint (EF)

The total footprint in hectares (ha) (excluding the biennial conference) has decreased for the year from 50.66 ha to 39.39 ha, despite having catered for more members (1002 this year vs 850 last year). Although the number of participants at public

workshops has decreased this year from 1262 to 763, the number of participants at in-house workshops has increased from 454 to 1117.

The per capita EF has decreased from 0.07 ha/person to 0.05 ha/person showing an improvement of 28% (i.e. reduction in EF).

The food EF has reduced in per capita terms from 0.04 ha/person last year to 0.01 ha /person this year.

5. Conference Footprint

Our conference footprint is 0.13 ha/person mainly for food over 2 full conference days for 180 participants. We will use this as our benchmark to reduce our next conference footprint in 2015.

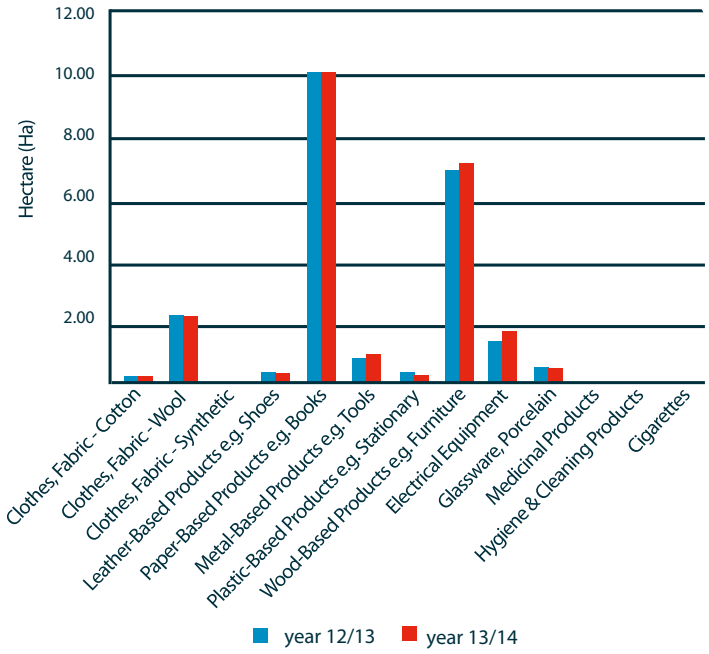
6. Market Position

Please refer to the Statement of Remuneration Philosophy and Recruitment Policy and the MIoD's Range of Ratios of Standard Entry Level Wage by Gender on page 31 of this Annual Integrated Report.

7. Environmental Performance

7.1. Materials (EN1)

The main consumable materials used by the MIoD are shown in this chart giving a year on year comparison with last year:



7.2. Energy Consumption

The only direct energy consumption relates to fossil fuel used in transportation by MIoD staff for work purposes. This amounted to 100,682 MJ in this reporting year vs 94,113 MJ for the last reporting period. Also, the indirect energy used by MIoD relates to the consumption of electricity derived from the national electricity grid. This showed a small increase in this reporting year at 10,728kWh compared to last year (10,386 kWh) – i.e. 115.86 GJ thermal in this reporting year vs 112.17 GJ thermal last year. This is a small increase of 0.96% increase and can be accounted for by the increase in staff and electrical equipment. The MIoD is not a producer of direct or indirect energies.

Initiatives to reduce indirect energy consumption have been investigated during the year and include:

- use of energy saving lighting;
- reduction in use of air conditioning where possible.

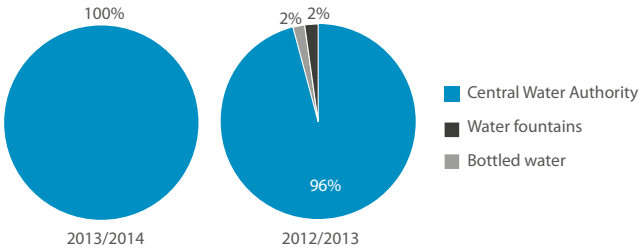
A key constraint for the implementation of energy efficiency measures in office spaces is attributed to the fact that MIoD is only a tenant and such changes will have to be carried out by the building owner or manager.

In the coming years, the MIoD will need to look at how it can implement efficiency gains which exceed company growth.

7.3. Water

The MIoD's consumption of water now only consists of water delivered by the Central Water Authority. No water has been consumed from plastic bottles this year. The water consumption remains the same as last year that is 26 m^3/year.

Total water withdrawal by source



7.4. Greenhouse Gas Emissions

The total CO_2 emissions of the MIoD have been estimated at 19.9 tonnes for the reporting period vs 20.6 tonnes in the last reporting period, with direct emissions the same as last year, that is 5.5 tonnes of CO_2, and indirect emissions contributing 14. 4 tonnes of CO_2 this year vs 14.9 tonnes of CO_2 in the last reporting period.

* Indirect emissions of CO_2 arose from the consumption of electricity and air travel. This amounted to 10.7 tonnes this year vs 11 tonnes last year for electricity and 3.7 tonnes this year v 4.2 tonnes of CO_2 last year for air travel.
* Total direct CO_2 emissions related to land transport has been estimated as the same as last year that is 5.7 tonnes of CO_2. The estimation is based on the total distance travelled (km) during the reporting year; an average fuel efficiency of 12 km/litre of gasoline; and the emission factor of motor gasoline.

* It is to be noted that the air travel of delegates attending the international conference has not been included in our conference footprint calculations as we have considered this to be part of their own footprint.

7.5. Waste

All waste produced by MIoD and related to MIoD activities was either sent to the landfill or for recycling during the reporting period.

The main sources of waste are as follows:

Source	2012/3 Total Waste/Landfill	2013/4 Total waste		
		Total waste	Landfill	Recycled
Paper	350kgs	350kgs	315kgs	35kgs
Plastic	37kgs	7kgs	0kgs	7kgs
Electronics	0kgs	14.5kgs	0kgs	14.5kgs
Wood	0kgs	131kgs	0kgs	131kgs
Metal	0kgs	40kgs	0kgs	40kgs

In addition the MIoD Conference generated the following waste:

Source	2012/3* Total Waste/Landfill	2013/4 Total waste		
		Total waste	Landfill	Recycled
Paper	0kgs	16kgs	0kgs	16kgs
Plastic	0kgs	35.5kgs	0kgs	35.5kgs
Fabric	0kgs	0.2kgs	0.2kgs	0kgs

* No conference held in 2012/13

By virtue of its activities, the MIoD does not deal with hazardous wastes of any kind.

7.6. Mitigation of Environmental Impacts

Following the Ecological Footprint Report undertaken in 2012/3, 3 areas were highlighted that needed attention:

(i) food (mainly provided by third parties during delivery of MIoD training);
(ii) consumables; and
(iii) waste management.

In this respect, the MIoD undertook in the financial year 2013/2014 to:

- work with our key third party food suppliers to improve the quality of the food offered during our training sessions, especially taking into account the health problems in Mauritian society such as diabetes and heart disease, and to reduce our ecological footprint in this respect. We have also engaged the advice of a nutritionist. As a result we have been able to not only reduce our Ecological Footprint substantially, but also to provide healthier food to our workshop participants. Our key third party suppliers are also now offering these healthier menus to other companies.
- reduce the amount of plastic that we purchase both in our own office but also through our third party suppliers. In this respect, we have now banned plastic bottles from our offices and workshops; we have installed a water filter in our offices and persuaded our third party suppliers only to use filtered water for our workshops. We are pleased to report that the main hotels we work with are now adopting filtered water for all their needs.
- reduce the amount of paper and in this respect we have started using only recycled paper for all our needs. We continue to try to reduce the amount of recycled paper usage by encouraging the use of soft copies wherever possible. Board papers are now only sent by soft copy and we hope to move in the coming financial year to the use of tablets so that individual directors do

not need to print their board packs. To this effect we are signing an MOU shortly with a board software provider. The same software will also be tested for training purposes to reduce the amount of paper used in our workshops whether as training manuals or as handouts. We have also this year undertaken a survey of our workshop participants to evaluate the need for printed manuals. The results of this survey will enable us in the coming year to further reduce our Ecological Footprint. We are also pleased to report that the Registrar of Companies has issued a new Practice Direction, effective as of 31 May 2014, making it easier for companies to send soft copies of their annual report to shareholders who accept to receive this format, and thus reducing substantially the amount of paper used not only by the MIoD but by all companies in Mauritius. The objective over time must be to become paperless.

- ensure that all our old electronic goods such as printers or computers are properly recycled using genuine recyclers and this is being done.
- work with our landlords to introduce recycling bins for all the tenants in our building, Raffles Tower, and to this effect we have introduced recycling in our own offices, held a meeting with 5 other tenants in our building who have agreed to start recycling also, and worked with the landlord to provide recycling bins managed by Mission Verte for the whole building. In the coming year, we will work with all the tenants in the building to introduce recycling.

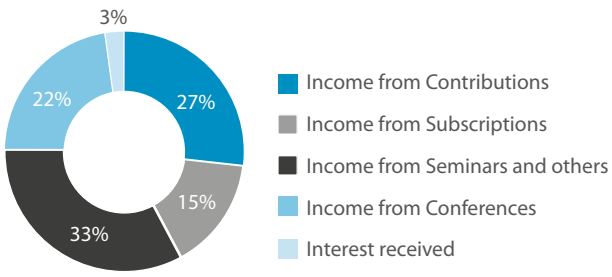
7.7. Total Environmental Protection Expenditure and Investment (EN30)

To date, the MIoD has invested in consultancy services to help it calculate its Ecological Footprint and produce its Annual Integrated Reports at a total cost of Rs. 150,000. The Ecological Footprint calculation is the benchmark for reducing our footprint in the future.

VALUE ADDED **STATEMENT**

	2014	2013
Direct Economic Value Generated	**Rs**	**Rs**
Income from Contributions	**5,150,000**	5,358,333
Income from Subscriptions	**2,896,425**	2,301,950
Income from Seminars and others	**6,412,332**	7,057,770
Income from Conferences	**4,219,456**	-
Interest received	**493,008**	616,246
Less: Membership expenses	**(200,208)**	(513,890)
Less: Seminar expenses	**(3,505,502)**	(5,095,799)
Less: Conference expenses	**(3,975,428)**	-
Less: Other operating expenses	**(2,918,723)**	(2,836,480)
Total direct economic value generated	**8,571,360**	6,888,130
Wealth distributed		
To employees as salaries, wages and other benefits	**7,836,437**	6,212,930
Total wealth distributed	**7,836,437**	6,212,930
Wealth reinvested		
Members' funds	**340,982**	349,315
Depreciation	**393,941**	325,885
Total wealth reinvested	**734,923**	675,200

Income Analysis



DIRECTORS' RESPONSIBILITY **STATEMENT**

1. Financial Statements

The directors of the Mauritius Institute of Directors are responsible for the integrity of its audited financial statements and the objectivity of the other items of information presented in these statements:

The Board confirms that, in preparing the audited financial statements, it has:

- selected suitable accounting policies and applied them consistently;
- made judgments and estimates that are reasonable and prudent;
- stated whether applicable accounting standards have been followed, subject to any material departures explained in the financial statements;
- kept proper accounting records which disclose with reasonable accuracy at any time that the financial position of the Company;
- safeguarded the assets of the Company by maintaining internal accounting and administrative control systems and procedures; and
- taken reasonable steps for the prevention and detection of fraud and other irregularities.

2. Going concern statement

On the basis of current projections, we are confident that the Company has adequate resources to continue operating for the foreseeable future and consider that it is appropriate that the going concern basis in preparing the financial statements be adopted.

3. Internal control and risk management

The Board is responsible for the system of Internal Control and Risk Management for the Company. It is committed to maintain continuously a sound system of risk management and adequate control procedures with a view of safeguarding its assets.

The Board believes that the existing systems of internal control and risk management provide reasonable assurance that control and risk issues are identified, reported on and dealt with appropriately.

4. Donations

The Company did not make any donation during the financial year.

5. Annual Financial Statements

The audited financial statements of the Company which appear on pages 44 to 56 were approved by the Board on 13 August 2014 and are signed on their behalf by :

Signed on behalf of the Board

Mr. James Benoit
Chairman

Mrs. Catherine McIlraith
Director and Chairperson
Audit and Risk Committee

Date: 13 August 2014

SECRETARY'S **CERTIFICATE**

I, confirm that to the best of my knowledge and belief, the Company has filed with the Registrar of Companies, for the financial period ended 30 June 2014, all such returns as are required of the Company under the Companies Act 2001.

Dustin Bhoyrul
Company Secretary

Date: 13 August 2014

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF MAURITIUS INSTITUTE OF DIRECTORS

This report, including the opinion, has been prepared for and only for the company's members, as a body, in accordance with Section 205 of the Mauritius Companies Act 2001 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Report on the financial statements

We have audited the financial statements of Mauritius Institute of Directors (The "Company"), set out on pages 44 to 56 which comprise the statement of financial position as at 30 June 2014 and the statement of profit or loss and other comprehensive income, statement of changes in members' funds and statement of cash flows for the year then ended and a summary of significant accounting policies and other explanatory notes.

Directors' responsibility for the financial statements

The Directors are responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards and in compliance with the requirements of the Mauritius Companies Act 2001. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditors' responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the company's preparation and fair presentation of the financial statements 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. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements on pages 44 to 56 give a true and fair view of the financial position of the Company at 30 June 2014 and of its financial performance, its changes in members' funds and its cash flows for the year then ended in accordance with International Financial Reporting Standards and comply with the Mauritius Companies Act 2001.

Report on other legal and regulatory requirements

We have no relationship with or interests in the Company other than in our capacity as auditors.

We have obtained all the information and explanations we have required.

In our opinion, proper accounting records have been kept by the Company as far as it appears from our examination of those records.

MOORE STEPHENS
Chartered Accountants

Arvin Rogbeer, ACA
Signing Partner
Licensed by FRC

PORT LOUIS
MAURITIUS
Date: 14 August 2014

REVIEW OF ACCOUNTING AND INTERNAL CONTROL SYSTEM AND COMPLIANCE WITH THE CODE OF CORPORATE GOVERNANCE

As part of our audit of the financial statements of the Mauritius Institute of Directors for the year ended 30 June 2014, we carried out the following tests and procedures:

- Assess the accounting and internal control system.
- Decide on the nature, timing and extent of our audit work.
- Reach an opinion on the truth and fairness of the figures presented in the financial statements.
- Review of the Company's Corporate Governance Report

Based on the above tests and procedures, we did not come across any deficiencies or weaknesses in the accounting and internal control system which would otherwise be highlighted to management of the Company.

We would like to draw your attention that the tests carried out for the purpose of our audit, do not necessarily identify all weaknesses that could exist in the accounting and internal control system.

REVIEW OF THE CORPORATE GOVERNANCE REPORT

Even though it is not a statutory requirement for the Company, the directors have decided to adopt the Code of Corporate Governance (the "Code") and have prepared a Corporate Governance Report as presented in the Annual Report. We have assessed the extent of compliance with the Code of Corporate Governance and on whether the disclosures are consistent with the requirements of the Code.

In our opinion, the disclosures in the Corporate Governance Report are consistent with the requirements of the Code.

We take this opportunity to thank you and your staff for the courtesy and assistance extended to us during the course of our audit.

Yours faithfully,

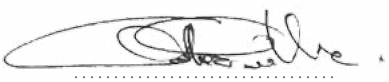
MOORE STEPHENS
Chartered Accountants

MAURITIUS INSTITUTE OF DIRECTORS
STATEMENT OF FINANCIAL POSITION
AS AT 30 JUNE 2014

ASSETS	Notes	2014	2013
Non-current assets		**Rs**	Rs
Plant and equipment	**5**	**487,906**	512,153
Current assets			
Trade and other receivables	**6**	**1,751,880**	1,794,746
Cash and cash equivalents	**7**	**9,577,630**	8,912,520
TOTAL ASSETS		**11,817,416**	11,219,419
ACCUMULATED FUNDS AND LIABILITIES			
Members' funds	**8**	**5,116,281**	4,775,299
Non-current liabilities			
Retirement benefit obligations	**15**	**593,904**	456,648
Current liabilities			
Trade and other payables	**9**	**1,981,645**	1,514,637
Deferred revenue	**10**	**3,478,556**	4,151,004
Bank overdraft	**7**	**647,030**	321,831
		11,817,416	11,219,419

Approved by the Board of Directors and authorised for issue on 13 August 2014.

Mr. James Benoit
Chairman



Mrs. Catherine McIlraith
Director and Chairperson
Audit and Risk Committee

The notes on pages 48 to 56 form an integral part of these financial statements.

MAURITIUS INSTITUTE OF DIRECTORS

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 30 JUNE 2014

	Notes	2014	2013
INCOME		**Rs**	**Rs**
Conference revenue		**4,219,456**	**-**
Corporate patrons contribution and donations		**5,150,000**	5,358,333
Members subscriptions		**2,896,425**	2,301,950
Seminar revenue and other revenue		**6,412,332**	7,089,769
Interest received		**493,008**	616,246
Total income	**3 (c)**	**19,171,221**	15,366,298
EXPENDITURE			
AMM expenses		**465,435**	305,653
Audit fees		**60,000**	60,000
Bank charges		**52,199**	18,804
Computer maintenance and licences		**312,801**	57,052
Conference expenses		**3,975,428**	-
Director search expenses		**7,178**	31,999
Depreciation		**393,941**	325,885
Ecological footprint		**2,500**	-
Electricity		**72,134**	78,395
Entertainment		**89,486**	79,939
General expenses		**106,740**	82,433
Gifts		**-**	78,000
Insurance		**83,272**	88,606
Library and publications		**16,747**	48,500
Licences and taxes		**19,496**	12,750
Membership - networking event expenses		**13,455**	360,980
Membership - other expenses		**186,753**	152,910
Overseas travelling		**153,565**	124,805
Professional fees		**179,145**	155,730
Provision for impairment of trade receivables		**72,200**	50,100
Public relation expenses		**319,550**	352,000
Rent and property expenses		**557,855**	532,574
Repairs		**41,874**	47,974
Research work (survey)		**-**	96,600
Retirement benefit obligations		**137,256**	179,739
Salaries and personnel costs		**7,699,181**	6,033,191
Secretarial services		**-**	202,513
Seminar expenses		**3,505,502**	5,095,799
Social media expenses		**40,836**	15,000
Stationery and printing		**78,246**	96,874
Telephone		**187,464**	182,089
Training of trainers		**-**	65,898
Total expenditure		**18,830,239**	15,012,792
SURPLUS OF INCOME OVER EXPENDITURE		**340,982**	353,506

The notes on pages 48 to 56 form an integral part of these financial statements.

MAURITIUS INSTITUTE OF DIRECTORS
STATEMENT OF CHANGES IN MEMBERS' FUNDS
FOR THE YEAR ENDED 30 JUNE 2014

	Members' funds	Total
	Rs	Rs
As at 01 July 2012	**4,421,793**	**4,421,793**
Surplus of income over expenditure	353,506	353,506
As at 30 June 2013	**4,775,299**	**4,775,299**
Surplus of income over expenditure	340,982	340,982
As at 30 June 2014	**5,116,281**	**5,116,281**

The notes on pages 48 to 56 form an integral part of these financial statements.

MAURITIUS INSTITUTE OF DIRECTORS
STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 30 JUNE 2014

	Note	2014 Rs	2013 Rs
Surplus of income over expenditure		**340,982**	353,506
Adjustments for:			
Interest received		**(493,008)**	(616,246)
Retirement benefit obligations		**137,256**	179,739
Depreciation		**393,941**	325,885
Provision for impairment of trade receivables		**72,200**	50,100
		451,371	292,984
Movements in working capital			
Increase in trade and other receivables		**(29,334)**	(919,319)
Increase in trade and other payables		**467,008**	365,181
(Decrease) / increase in deferred revenue		**(672,448)**	1,928,041
Net cash flows generated from operating activities		**216,597**	1,666,887
Cash flows from investing activities			
Purchase of plant and equipment		**(369,694)**	(305,345)
Interest received		**493,008**	616,246
Net increase in cash and cash equivalents		**339,911**	1,977,788
Movements in cash and cash equivalents			
Cash and cash equivalents at the beginning of the year		**8,590,689**	6,612,901
Cash and cash equivalents at the end of the year	**7**	**8,930,600**	8,590,689
Net increase in cash and cash equivalents		**339,911**	1,977,788

The notes on pages 48 to 56 form an integral part of these financial statements.

MAURITIUS INSTITUTE OF DIRECTORS
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2014

1. CORPORATE INFORMATION

Mauritius Institute of Directors is a company incorporated in Mauritius on 18 January 2008 as a company limited by guarantee.

The principal object of the company is that of promoting corporate governance and providing a professional forum for directors. The principal place of business and registered office is 1st Floor, Raffles Tower, 19 Cybercity, Ebene, Mauritius.

2. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (IFRSs)

2.1 New and revised IFRSs affecting amounts reported and/or disclosures in the financial statements
In the current year, the company has applied a number of new and revised IFRSs issued by the International Accounting Standards Board (IASB) that are mandatorily effective for an accounting period that begins on or after 1 January 2013.

2.1. Amendments to IFRSs affecting presentation and disclosure only

- *Amendments to IFRS 7 Disclosures – Offsetting Financial Assets and Financial Liabilities*
- *IFRS 13 Fair Value Measurement*
- *Amendments to IAS 1 Presentation of Items of Other Comprehensive Income*
- *Amendments to IAS 1 Presentation of Financial Statements*

(as part of the Annual Improvements to IFRSs 2009 – 2011 Cycle issued in May 2012)

- *IAS 19 Employee Benefits (as revised in 2011)*

2.1 New and revised IFRSs in issue but not yet effective

Effective for annual periods beginning on or after 1 January 2014, with earlier application.

- *Amendments to IAS 32 - Offsetting Financial Assets and Financial Liabilities*

Effective for annual periods beginning on or after 1 January 2015, with earlier application.

- *IFRS 9 - Financial Instruments*
- *Amendments to IFRS 9 and IFRS 7 - Mandatory Effective Date of IFRS 9 and Transition Disclosures*

Had such standards been applied retrospectively, they would not have had any significant impact on the financial statements.

3. SIGNIFICANT ACCOUNTING POLICIES

(a) Statement of compliance

The financial statements have been prepared in accordance with International Financial Reporting Standards.

(b) Basis of preparation

The financial statements have been prepared on the historical cost basis. Historical cost is generally based on the fair value of the consideration given in exchange for assets.

(c) Revenue recognition

(i) Subscription and members contribution

Subscription and contribution from members are released to the income and expenditure account over the period to which they relate.

(ii) Corporate patrons contributions and donations

Corporate patrons contributions and donations are recognised as income over the period necessary to match them with the costs for which they are intended to compensate.

(iii) Seminar revenue

Seminar revenue is recognised as income in the period in which the seminar is held.

(iv) In-house training

In-house training is recognised as an income in the period in which the training is held.

(v) Consulting services

Consulting services are recognised as an income in the period in which the service is provided.

(vi) Interest income

Interest income is accounted on a time-proportion basis.

(d) Deferred revenue

Seminar revenue billed during the year for seminars held after the year end is recognised as deferred revenue in the statement of financial position at year end.

Members subscriptions billed during the year for the period extending beyond the year end are recognised as deferred revenue in the statement of financial position at year end.

Corporate presold packages billed during the year but unused by subscribers at year end are recognised as deferred revenue.

(e) Cash and cash equivalents

Cash comprises of cash at bank and in hand, demand deposits and bank overdrafts. Cash equivalents are short term highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(f) Functional and presentation currency

(i) Reporting currency

The financial statements are presented in Mauritian Rupee, which is the Company's functional and presentation currency and represents the currency of the primary economic environment in which the entity operates.

(ii) Transactions and balances

Foreign currency transactions are accounted for at the exchange rates prevailing at the dates of the transactions. Gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities in foreign currencies at year end exchange rates are recognised in the statement of comprehensive income.

(g) Related parties

Related parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party in making financial and operating decisions.

(h) Financial instruments

Financial instruments carried on the statement of financial position include trade and other receivables, cash and cash equivalents and trade and other payables. The particular recognition methods adopted are disclosed in the individual accounting policy statements associated with each item.

(i) Borrowing costs

Borrowing costs are recognised as an expense in the year in which they are incurred.

(j) Trade and other receivables

Trade and other receivables are stated at their nominal value as reduced by appropriate allowances for estimated irrecoverable amounts.

(k) Trade and other payables

Trade and other payables are stated at their nominal value.

(l) Provisions

Provisions are recognised when the company has a present or constructive obligation as a result of past events which it is probable will result in an outflow of economic benefits that can be reasonably estimated.

(m) Impairment of assets

At the end of each reporting year, the Company reviews the carrying amounts of its tangible and intangibles assets to determine whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. An impairment loss is recognised for the amount by which the carrying amount of the asset exceeds its recoverable amount which is the higher of an asset's net selling price and value in use.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(n) Plant and equipment

All plant and equipment are initially recorded at cost. Depreciation is calculated to write off the cost or revalued amount of the assets on a straight line basis over the expected useful lives as follows:-

	Rate per annum
Leasehold improvement	- 25%
Computer equipment	- 33.33%
Office furniture	- 25%

Where assets have been acquired during the year, charges to the statement of comprehensive income have been pro-rated.

(o) Employee benefits

(i) Retirement obligations

The Company has provided a gratuity of half monthly earnings per year of service for each employee on retirement in accordance to provisions under the Employment Rights Act 2008.

(ii) State Plan

Contributions to the National Pension Scheme are expensed to the statement of comprehensive income in the period in which they fall due.

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Company's accounting policies, which are described in note 3, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the year in which the estimate is revised if the revision affects only that year, or in the period of the revision and future periods if the revision affects both current and future periods.

Where applicable, the notes to the financial statements set out areas where management has applied a higher degree of judgement that have a significant effect on the amounts recognised in the financial statements, or estimations and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

4.1 Key sources of estimation uncertainty

With regards to the nature of the Company's business there were no key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting year, that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

5. PLANT AND EQUIPMENT

	Leasehold improvement	Computer equipment	Office furniture	Total
COST	**Rs**	**Rs**	**Rs**	**Rs**
At 01 July 2013	858,201	515,827	236,624	1,610,652
Additions	-	358,452	11,242	369,694
At 30 June 2014	858,201	874,279	247,866	1,980,346
DEPRECIATION				
At 01 July 2013	690,845	289,896	117,758	1,098,499
Charge for the year	167,356	189,461	37,124	393,941
At 30 June 2014	858,201	479,357	154,882	1,492,440
NET BOOK VALUE				
At 30 June 2014	**-**	**394,922**	**92,984**	**487,906**
At 30 June 2013	167,356	225,931	118,866	512,153

6. TRADE AND OTHER RECEIVABLES	**2014** **Rs**	**2013** **Rs**
Trade receivables	**1,107,392**	849,153
Less: Provision for impairment of trade receivables	**(100,000)**	(50,000)
	1,007,392	799,153
Prepayments and other receivables	**744,488**	995,593
	1,751,880	1,794,746
Ageing of net receivables		
Debtors 120 days+	**(54,974)**	(33,110)
Debtors 90 days	**16,129**	(48,700)
Debtors 60 days	**144,735**	200,800
Debtors 30 days	**208,200**	88,946
Debtors current month	**793,301**	641,217
	1,107,392	849,153

Taking into consideration the credit quality of the trade receivables, the company considers that no further provision for impairment is required on trade receivables other than the above provision of Rs. 100,000.

	2014	2013
7. CASH AND CASH EQUIVALENTS	**Rs**	**Rs**
MPCB deposit account	**8,300,000**	8,300,000
Bank savings accounts	**1,273,630**	608,520
	9,573,630	8,908,520
Bank current account	**(647,030)**	(321,831)
Cash in hand	**4,000**	4,000
	8,930,600	8,590,689

Note: The negative balance on the current account is due to cheques issued but unpresented at year end.

8. ACCUMULATED FUNDS		
Members' funds	**5,116,281**	4,775,299
9. TRADE AND OTHER PAYABLES		
Trade payables	**549,555**	330,609
Accruals and other payables	**1,432,090**	1,184,028
	1,981,645	1,514,637

No interest is charged on trade payables. The company aims to ensure that all payables are paid within the credit timeframe, usually within one month.

10. DEFERRED REVENUE

The deferred income are in respect of:

(i)	Seminar revenue billed during the year for seminars held after the year end	**681,869**	81,900
(ii)	Members subscriptions billed during the year for the period extending beyond the year end	**1,498,500**	1,236,000
(iii)	Contribution received during the year for the next financial period	**450,000**	1,175,000
(iv)	Contribution - Research Work	**100,000**	100,000
(v)	Affinity revenue	**66,000**	52,250
(vi)	Presold seminar	**512,937**	698,745
(vii)	Contribution - Directors forum	**31,250**	255,809
(viii)	Contribution - In house training	**138,000**	22,800
(ix)	Conference revenue	**-**	528,500
		3,478,556	4,151,004

11. TAXATION

No provision has been made for taxation as the company is classified as a charitable institution under the Income Tax Act 1995 and is therefore exempt from income tax. This exemption has been confirmed by a written correspondance received from the MRA on the 27 September 2010.

	2014	2013
12. OPERATING LEASES	**Rs**	**Rs**
(i) Operating Lease Rentals		
Within 1 year	**203,070**	406,140
After 1 year and up to five years	**-**	169,225
	203,070	575,365

(ii) The company leases premises under operating lease for an average period of 3 years with a clause providing for increase in rental to cater for inflation.

13. RELATED PARTY TRANSACTIONS

(i) During the year ended 30 June 2014, the Company traded with a related party. The details, nature, volume of transactions and balance at 30 June 2014 with the related party are as follows:

			2014	2013
Name of company	**Relationship**	**Nature of transactions**	**Rs**	**Rs**
Consultancy Company Ltd	Same director	Provision of training services on behalf of the MIoD	**52,000**	36,000

(ii) Compensation to key management personnel:

The emoluments paid to the Chief Executive Officer during the year under review was Rs. 3,704,545 (year ended 30 June 2013: Rs. 3,629,715)

14. LIABILITY OF MEMBERS

In terms of its constitution, Members and Fellows of the Mauritius Institute of Directors have each guaranteed to contribute a maximum of Rs. 100 should there be a shortfall in net assets in the event of the company being wound up. As at the date of these financial statements there were 407 Fellows and 562 Members of the company to whom this guarantee applies.

15. RETIREMENT BENEFIT OBLIGATIONS	2014	2013
	Rs	**Rs**
At 1 July	**456,648**	276,909
Charge for the year	**137,256**	179,739
At 30 June	**593,904**	456,648

16 FINANCIAL INSTRUMENTS

The Company's activities expose it to a variety of financial risks such as credit risk, interest rate risk and liquidity risk.

Fair values

The carrying amount of financial assets and financial liabilities approximate their values.

Categories of financial instruments

	2014	2013
Financial assets	**Rs**	**Rs**
Trade and other receivables	**1,007,392**	799,153
Cash and cash equivalents	**9,577,630**	8,912,520
	10,585,022	9,711,673
Financial liabilities		
Trade and other payables	**549,555**	330,609
Bank overdraft	**647,030**	321,831
	1,196,585	652,440

Credit risk

The company's credit risk is primarily attributable to its trade receivables. The amounts presented in the statement of financial position are net of allowances for doubtful debts, if any, estimated by the company's management based on prior experience.

Interest rate risk

The company is exposed to interest rate risk as it receives interests on its interest bearing assets at floating rates.

The interest rate profile of the financial assets at 30 June was:

	Balance with bank - floating interest rate	
Financial assets	**2014**	2013
	%	%
Mauritian rupees	**5.18**	4.46

16. FINANCIAL INSTRUMENTS (CONTINUED)

Interest rate sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to interest rates for the non-derivative instruments at the reporting date. For floating rate assets, the analysis is prepared assuming the amount of assets at the reporting date was owned for the whole year. A 50 basis point increase or decrease represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 50 basis points higher/lower and all other variables were held constant, the company's surplus for the year ended 30 June 2014 would increase/decrease by Rs. 47,868 (year ended 30 June 2013: increase/decrease by Rs. 44,543). This is mainly attributable to the company's exposure to interest rates on its floating rate interest bearing asset. The company does not have any significant variable rate borrowings outstanding at year end.

Liquidity risk management

The company manages liquidity risk by maintaining adequate cash and borrowing facilities by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

The maturity profile of the financial instruments is summarised as follows:

	2014		**2013**	
Financial assets	**Less than 1 month Rs**	**Total Rs**	Less than 1 month Rs	Total Rs
Trade and other receivables	**1,007,392**	**1,007,392**	799,153	799,153
Cash and cash equivalents	**9,577,630**	**9,577,630**	8,912,520	8,912,520
	10,585,022	**10,585,022**	9,711,673	9,711,673
Financial liabilities				
Trade and other payables	**549,555**	**549,555**	330,609	330,609
Bank overdraft	**647,030**	**647,030**	321,831	321,831
	1,196,585	**1,196,585**	652,440	652,440

Note: Prepayments and accrual are excluded from financial assets and financial liabilities.

17. EVENTS AFTER THE REPORTING PERIOD

There are no events after the reporting period which may have a material effect on the financial statements as at 30 June 2014.

GRI CONTENT INDEX

Disclosure	Description	Page	Cross reference/direct answer
1.1	Statement from the most senior decision-maker of the organization.	12,15	Chairman's statement; Directors' report
Disclosure	**Components of the Disclosure**		
2.1	Name of the organization.	8	Corporate Information
2.2	Primary brands, products, and/or services.	15	Directors' Report
2.3	Operational structure of the organization, including main divisions, operating companies, subsidiaries, and joint ventures.	27	Corporate Governance Report
2.4	Location of organization's headquarters.	8	Corporate Information
2.5	Number of countries where the organization operates, and names of countries with either major operations or that are specifically relevant to the sustainability issues covered in the report.	35	Sustainability Report – Report Scope and Boundary, Para 2
2.6	Nature of ownership and legal form.	27	Corporate Governance Report
2.7	Markets served (including geographic breakdown, sectors served, and types of customers/beneficiaries).	35	Sustainability Report – Scope and Boundary, Para 2
2.8	Scale of the reporting organization.	5, 15, 22	Key Data and Highlights; Directors' Report; and Corporate Governance Report
2.9	Significant changes during the reporting period regarding size, structure, or ownership.	5, 15, 22	Key Data and Highlights; Directors' Report; and Corporate Governance Report
2.10	Awards received in the reporting period.	57	None
Disclosure			
3.1	Reporting period (e.g., fiscal/calendar year) for information provided.	n/a	July 2013-June 2014
3.2	Date of most recent previous report (if any).	n/a	Annual Report 2013 published August 2013 available on MIoD website *www.miod.mu*
3.3	Reporting cycle (annual, biennial, etc.)	n/a	Annual
3.4	Contact point for questions.	n/a	CEO Jane Valls jane@miod.mu or Executive Secretary dustin@miod.mu
3.5	Process for defining report content.	35	Sustainability Report – Determining Report Content, Para 3
3.6	Boundary of the report (e.g., countries, divisions, subsidiaries, leased facilities, joint ventures, suppliers). See GRI Boundary Protocol for further guidance.	35	Sustainability Report – Report Scope and Boundary, Para 2
3.7	State any specific limitations on the scope or boundary of the report (see completeness Principle for explanation of scope).	35	Sustainability Report – Report Scope and Boundary, Para 2
3.8	Basis for reporting on joint ventures, subsidiaries, leased facilities, outsourced operations, and other entities that can significantly affect comparability from period to period and/or between organizations.	35	Sustainability Report – Report Scope and Boundary, Para 2
3.10	Explanation of the effect of any re-statements of information provided in earlier reports, and the reasons for such re-statement (e.g., mergers/ acquisitions, change of base years/periods, nature of business, measurement methods).	35	Sustainability Report – Determining Report Content, Para 3

3.11	Significant changes from previous reporting periods in the scope, boundary, or measurement methods applied in the report.	35	Sustainability Report – Determining Report Content, Para 3
3.12	Table identifying the location of the Standard Disclosures in the report.	57	GRI Content Index
Disclosure	**Components of the Disclosure**		
4.1	Governance structure of the organization, including committees under the highest governance body responsible for specific tasks, such as setting strategy or organizational oversight.	27	Corporate Governance Report (partially)
4.2	Indicate whether the Chair of the highest governance body is also an executive officer.	27	No. See Corporate Governance Report.
4.3	Indicate whether the organization has a unitary board. For organizations that have a unitary board structure, state the number and gender of members of the highest governance body that are independent and/or non-executive members.	27	Yes. See Corporate Governance Report
4.4	Mechanisms for shareholders to provide recommendations or direction to the highest governance body.	27	Corporate Governance Report
4.14	List of stakeholder groups engaged by the organization.	16	Directors' Report – Para 1.4
4.15	Basis for identification of stakeholders with whom to engage.	35	Sustainability Report – Determining Report Content, Para 3
EC1	Direct economic value generated and distributed, including revenues, operating costs, employee compensation, donations and other community investments, retained earnings, and payments to capital providers and governments.	16-19, 22, 30-31	Directors Report; Corporate Governance Report
EC4	Significant financial assistance received from government.	n/a	The MIoD is a not-for-profit organisation which does not receive any grants from the Government. It is funded by contributions from Founders and Patrons (who are mainly companies from the private sector), membership fees, and income received from training services and other projects.
EC5	Range of ratios of standard entry level wage by gender compared to local minimum wage at significant locations of operation.	31	Corporate Governance Report – Para 7.2
EC6	Policy, practices, and proportion of spending on locally-based suppliers at significant locations of operation.	16	Drectors' Report – Para 1.4
EC7	Procedures for local hiring and proportion of senior management hired from the local community at significant locations of operation.	31	Corporate Governance Report – Para 7.3
EN1	Materials used by weight or volume.	37-38	Sustainability Report – Para 7.1
EN3	Direct energy consumption by primary energy source.	37	Sustainability Report – Para 7.2

EN4	Indirect energy consumption by primary source.	37	Sustainability Report – Para 7.2
EN7	Initiatives to reduce indirect energy consumption and reductions achieved.	37	Sustainability Report – Para 7.2
EN8	Total water withdrawal by source.	37	Sustainability Report – Para 7.3
EN16	Total direct and indirect greenhouse gas emissions by weight.	37	Sustainability Report – Para 7.4
EN22	Total weight of waste by type and disposal method.	38	Sustainability Report – Para 7.5
EN26	Initiatives to mitigate environmental impacts of products and services, and extent of impact mitigation.	38	Sustainability Report – Para 7.6
EN30	Total environmental protection expenditures and investments by type.	39	Sustainability Report – Para 7.7
SO2	Percentage and total number of business units analyzed for risks related to corruption.	32	Corporate Governance Report – Para 12
SO3	Percentage of employees trained in organization's anti-corruption policies and procedures.	33	Corporate Governance Report – Para 12.1
SO4	Actions taken in response to incidents of corruption.	59	No incidents of corruption have been reported at the MIoD.
SO5	Public policy positions and participation in public policy development and lobbying.	23, 33	Directors' Report – Para 3.4; Corporate Governance Report – Para 12.2, 12.3
SO6	Total value of financial and in-kind contributions to political parties, politicians, and related institutions by country.	59	The MIoD does not make political donations.
SO7	Total number of legal actions for anti-competitive behaviour, anti-trust, and monopoly practices and their outcomes.	59	There are no litigations against the MIoD for anti-competitive behaviour, anti-trust, or monopoly practices.
NG01	Processes for involvement of affected stakeholder groups in the design, implementation, monitoring and evaluation of policies and programs.	16	Directors' Report – Para 1.4
NG03	System for programme monitoring, evaluation and learning, (including measuring program effectiveness and impact), resulting changes to programs, and how they are communicated.	25	Directors' Report – Para 4.4
NGO4	Measures to integrate gender and diversity into program design, implementation, and the monitoring, evaluation, and learning cycle.	31	Corporate Governance Report – Para 7.3
NGO5	Processes to formulate, communicate, implement, and change advocacy positions and public awareness campaigns.	12, 32	Chairman's Statement – Para 5.2; Corporate Governance Report – Para 12
NGO6	Processes to take into account and coordinate with the activities of other actors.	16	Directors' Report – Para 1.4

Mauritius
Institute of
Directors

Mauritius Institute of Directors
1st Floor, Raffles Tower, 19 Cybercity, Ebene, Mauritius
Tel: (230) 468 1015 | Fax: (230) 468 1017 | Website: www.miod.mu