

# Director Certification Program (DCP) Batch 11

Date: 17<sup>th</sup>, 18<sup>th</sup> and 19<sup>th</sup> November 2023

## Agenda Details

Day 1 (17.11.2023) - In person	
8:00 am – 8:30 am	<b>Registration and Coffee</b>
8:30 am – 9:00 am	<b>Introduction and getting to know each other</b>
9:00 am – 10:00 am	<p><b>Introduction: Corporate Governance</b>  <b>Faculty: Daw Thuzar Win</b></p> <p>This will introduce what corporate governance is and explain the business case for good corporate governance. The emphasis will be on going beyond mere compliance and exploring how good governance can drive shareholder value in your organization. It will also highlight international CG standards and their relevance to Myanmar.</p>
10:00 am – 10:15 am	<b>Break</b>
10:15 am – 12:15 pm	<p><b>Board's Roles and Responsibilities</b>  <b>Faculty: Daw Thuzar Win</b></p> <p>This session will explore how to create effective boards. It will cover board roles and responsibilities, the board's role vs management, and the board's role in strategy and company oversight.</p>
12:15 pm - 1:15 pm	<b>Lunch</b>
1:15 pm - 3:15 pm	<p><b>Board Composition and Structure</b>  <b>Faculty: Daw Wah Wah Min</b></p> <p>Topics will cover Board composition (e.g., board size, qualifications, skills and expertise, diversity), Board objectivity and director independence, Board committees and their functioning, and board dynamics. It will also consider how shareholder rights are protected and how conflicts of interest, and related party transactions (RPTs) should be managed, including Myanmar regulatory requirements.</p>
3:15 pm - 3:30 pm	<b>Break</b>
3:30 pm – 4:15 pm	<p><b>Overview of Corporate Finance</b>  <b>Faculty: Daw Kim Chawsu</b></p> <p>An overview for Directors on the main issues of corporate finance.</p>
4:15 pm – 4:45 pm	<p><b>Financial Statements: What they tell you and what they don't tell you</b>  <b>Faculty: Daw Kim Chawsu</b></p> <p>This session will introduce financial statements and will dissect the statements into parts to show and discuss the key issues and concerns that Directors should identify in financial statements.</p>
4:45 pm - 5:30 pm	<p><b>Inclusivity from the Board Room</b>  <b>Guest Speaker: Daw Kyawt Kay Thi Win</b></p>
<b>End of Day 1</b>	

**Day 2 (18.11.2023) – In person**

8:00 am – 8:30 am	<b>Registration and Coffee</b>
8:30 am – 9:30 am	<p><b>Directors, Disclosure and Reporting</b>  <b>Faculty: Mr. Nicolas Delange</b></p> <p>This session will the ‘what’ and the ‘why’ concerning disclosure and reporting, international standards (G20/OECD/IFC) and regional trends, and legal requirements within Myanmar for disclosure. It will cover how the role of Boards and Directors in overseeing disclosure and promoting stakeholder engagement, and how to determine what is ‘material’ to disclose.</p>
9:30 am – 10:30 am	<p><b>Responsible and Responsive Board Leadership</b>  <b>Faculty: Mr. Nicolas Delange</b></p> <p>This session will discuss what a company’s ‘Purpose’ is, and how a company can operate responsibly and work collectively with others in support of sustainable development. These issues will be connected to ongoing international, regional and Myanmar discussions about stakeholder capitalism, creating shared value and ESG (Environment, Social, Governance). The session will examine the role of Boards and Sub-Committees in managing ESG issues, and in particular the risks for companies associated with climate change.</p>
10:30 am – 10:45 am	<b>Break</b>
10:45 am - 11:30 am	<p><b>Criteria for Listing &amp; Pre-Listing in YSX, Disclosure and Public Offering</b>  <b>Guest Speaker: Daw Kyi Kyi Khin Swe</b></p>
11:30 am – 12:30 pm	<p><b>Reflections on five years of the Myanmar Companies Law and MyCo</b>  <b>Guest Speaker: U Myo Min</b></p>
12:30 pm - 1:30 pm	<b>Lunch</b>
1:30 pm – 2:15 pm	<p><b>Myanmar’s Legal Environment for Directors</b>  <b>Faculty: Daw Min Min Ayer Naing</b></p> <p>This session will cover legal provisions concerning corporate governance in Myanmar, particularly director’s rights and duties, and disclosure.</p>
2:15 pm - 4:15 pm	<p><b>Family Businesses and Succession Planning</b>  <b>Faculty: Daw Thiri Thant Mon</b></p> <p>This session explains what corporate governance means in a family business context. It will cover how family dynamics affect the business, and what succession planning – the biggest challenge – involves, drawing on examples from across Asia of how business families have handled these challenges.</p>
4:15 pm - 4:30 pm	<b>Break</b>
4:30 pm – 5:30 pm	<p><b>Financial Statements: continued</b>  <b>Faculty: Daw Kim Chawsu</b></p>

**End of Day 2**

**Day 3 (19.11.2023) - In person**

8:00 am – 8:30 am	<b>Registration and Coffee</b>
8:30 am – 10:00 am	<b>Financial Statement Analysis: Common sized financial statements and ratios</b> <b>Faculty: Daw Kim Chawsu</b> This session will illustrate how to use tools that will help directors determine financial health and performance of companies.
10:00 am – 10:15 am	<b>Break</b>
10:15 am – 12:15 pm	<b>Accounting fraud and Internal controls</b> <b>Faculty: Daw Thin Thin Myat</b> This will focus on an increasingly important part of board’s function – preventing fraud and putting in place internal controls.
12:15 pm – 1:15 pm	<b>Lunch</b>
1:15 pm – 2:15 pm	<b>Board Effectiveness</b> <b>Guest Speaker: Dr. Thaung Han</b> This session will look at the four pillars influencing effective Boards: people, Information; processes and team dynamics, and how a Board needs to get these rights to be an effective steward of their organization.
2:15 pm – 4:00 pm	<b>Enterprise Risk Management</b> <b>Faculty: Dr. Tun Thura Thet</b> This session will focus on Enterprise Risk Management (ERM) in Corporate Governance, how risks should be managed, and the role of the Board.
4:00 pm – 4:15 pm	<b>Break</b>
4:15 pm – 5:00 pm	<b>Certification Test</b> <b>Moderator: Daw Wah Wah Min</b> It will test knowledge issue of issues covered over the three days
5:00 pm - 5:30 pm	<b>Closing Remarks, Certificate Awarding &amp; Group Photo</b> <b>MIoD’s Board member, Dr. Su Hla Han</b>

**End of Day 3**



## FACULTY AND INVITED SPEAKERS

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**Daw Kim Chawsu** is a finance and banking expert in Myanmar and international experience. She founded K.Academy, a capacity building initiative to upskill the professionals in Myanmar banking and finance sectors with a focus on board and senior management trainings.

Kim is FCA (Fellow Chartered Accountant) from Institute of Chartered Accountant England and Wales (ICAEW) and holds a dual membership with Institute of Chartered Accountants Australia and New Zealand (ICAAZ). She is also a Fellow Director with the Thai Institute of Directors (Thai IoD). She spent over 20 years working in external audit and financial services in New Zealand and London.

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**Daw Kyawt Kay Thi Win** is a DEI thought leader and strategist with more than 20 years of experience in both the private and development sectors. She has been the Country Director of the Business Coalition for Gender Equality Association since the foundation period. Kyawt designed and developed the first workplace gender equality index and assessment in the country, 'Know Your WGE', and was part of the technical advisory team in the development of a regional-level gender equality assessment, GEARS, which guides organisations in their gender reporting process and the equality journey. Kyawt consults with businesses and organisations on strategic solutions for fostering equitable and inclusive workplaces. This important work focuses on nurturing inclusive leadership, creating a workplace for all, embracing respectful workplaces, combatting unconscious bias, leading inclusive communications, and overcoming norms and stereotypes which improve employee engagement and increase productivity within organisation.

She has become a leading voice for the business sector agenda on DEI in Myanmar, recognised by the Asia D&I Champion Award 2022 from Women Icons Network. She is the president of the ASEAN Human Development organisation, Myanmar Chapter, founder of Up The Starts, and sits on the Advisory Board of Myanmar Sustainable Business Network.

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**Daw Kyi Kyi Khin Swe** has 16 years' experience in banking as a manager in Myanma Economic Bank, Ministry of Planning, Finance, and Industry. Since 2015, she has joined the Securities and Exchange Commission of Myanmar. She has been serving as a director for the Market Oversight and Market Supervision Department. She is dealing with the licensing of Securities Companies, listing approval process for Public Companies at Yangon Stock Exchange, scrutinizing the prospectus of Public Companies for their Initial Public Offering or Public Offering, and reviewing the Continuous Disclosure of more than hundred shareholders of Public Companies. She is one of the fellows of Global Financial Partnership Center (GLOPAC). She holds a Master of Public Administration Degree from Yangon University of Economics.

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**Daw Min Min Ayer Naing** joined SCM Legal as a Partner in August 2018 following extensive experience at international law firms, Baker & McKenzie and Kelvin Chia in Yangon. She brings over 20 years of legal experience acting on local Myanmar matters and international transactions. Min Min’s qualifications include a Masters in Business Law from Yangon University.

Min Min has special expertise in foreign investment in Myanmar including a deep understanding of the role of regulators and permitting and approval requirements. In addition to foreign investment, Min Min regularly advises on a wide variety of corporate, banking, compliance, regulatory and employment matters for Myanmar and international clients.



**U Myo Min** is a Director at the Directorate of Investment and Company Administration (DICA), in Myanmar’s Ministry of Investment and Foreign Economic Relations (MIFER). He served in the military as an engineer from 1994 to 2006, before being appointed to be Assistant Director in the Office of the Minister of National Planning and Economic Development. He was promoted to Deputy Director in 2009, and in 2011 to Deputy Head of Office in MNPED (now MOPFI).

Myo Min transferred to DICA as a Director in November 2012 where he was responsible for the Company Affairs Division and played a leading role in the implementation of a new only company registry system (MyCo) following the adoption of the 2017 Myanmar Companies Law. He now represents the regulator in investment related matters in support of the Myanmar Investment Commission (MIC).



**Nicolas Delange** is the founder and managing partner of Yever, a consultancy offering custom-made solutions to corporate leaders. Since 2016, Yever has worked with Myanmar companies to make their practices smarter, stronger and more sustainable. Yever has a strong track-record in Myanmar: we supported 20+ Myanmar organizations and entrepreneurs to enhance their business. Yever is also MCRB’s partner for Pwint Thit Sa. Nicolas works as IFC’s consultant on corporate governance: he contributed to establish the first Myanmar Corporate Governance scorecard together with the SECM, DICA and YSX.

Before creating Yever, Nicolas used to lead the Sustainability Advisory team of EY in Paris. He has strong consulting experience, helping the largest French companies to include sustainability in their corporate strategy. He specializes both in developing messages that enable companies to communicate their results efficiently to their stakeholders and in improving the sustainability of their business model. He also has expertise in leading stakeholder panels, training and raising sustainability awareness. Nicolas acquired the skills necessary to drive IT projects, especially on issues concerning customer relationship management. He has conducted studies on innovative topics: the carbon footprint of banks, trends in non-financial communication and integrated reporting.

Nicolas holds an MA in Global Communication and a Masters degree in HR Management and Communication from Paris Sorbonne University. Nicolas is a Director of CCI France in Myanmar and Chairman of EuroCham in Myanmar.



**Dr. Thaug Han** is the Group CEO of Max Myanmar Group since 2019 and serves on its Board of Director. Prior to that, he served as President & CEO at Myanmar Citizen Bank, Managing Director at AYA Bank and Advisor at AYA Financial Group, and Group COO at Max Myanmar Group.

He earned his PHD in International Business from University of Texas at El Paso and MBA from Purdue University. He also earned Diploma in Business Law and Executive MBA from Yangon University of Economics and holds a MBBS from Mandalay University of Medicine.

He is also a visiting faculty at private and government universities teaching various topic in finance and management. He has strong management experiences in banking and diverse business sectors, foreign JV, and NGOs. He has been actively participating in capacity building of the communities and CSR activities.



**Daw Thin Thin Myat** is a certified public accountant with 20+ years of combined experience in various business organizations, international non-government/non-profit organization, and International Development Institutions, in Myanmar and in Ethiopia.

Thin Thin has been working for International Development Institution in the capacity of Head of Finance and Administration. Main responsibilities include financial planning, financial management of country office and make sure control environments are strong. Take advisory and oversight roles to non-finance staff in the areas of system and procedures implementation.

Started career with the business accounting application developer, specialized on implementation of accounting system for different ranges of business organizations, including accounting system design, development of systems and procedures, payroll processing, inventory control and management reporting for many business organizations from different industries.

In addition to working with business organizations, she had been practicing in budget proposal, budget planning and monitoring, financial management in international non-government/non-profit organization and international development institutions locally in Myanmar and internationally.

Thin Thin received the first degree, Bachelor of Commerce, from Yangon Institute of Economics and became Certified Public Accountants granted by Myanmar Accountancy Council. She has designation of CGMA, Chartered Global Management Accountants and ACMA, Associate Chartered Management Accountants from CIMA, the Chartered Institute of Management Accountants.



**Daw Thiri Thant Mon** is the Head of ESG for the Fixed Income Division EMEA at Morgan Stanley, a leading global investment bank. She also serves as Executive Director of the Myanmar Institute of Directors, board member of British Chamber of Commerce Myanmar and trustee for Turquoise Mountain Foundation, a UK charity that focuses on heritage preservation countries such as Afghanistan and Myanmar. She has held a number of leadership and board roles over her 20-year career as a finance and capital markets professional.

She holds a BA in Economics from William & Mary, an MBA from the London Business School, and a Director Certification Diploma from the Thai Institute of Directors.



**Daw Thuzar Win** is a Business Development professional with a wealth of expertise in financial control and management, HR & Admin development, Sales and Marketing as well as professional development in over twenty years of experience. Having been trained by IFC for Corporate Governance initiatives for Myanmar, she has developed her new skills in corporate governance since 2015 and has been collaborating with MIOD in facilitating director certification program and governance trainings. Being a passionate woman executive, her contributions for women development, capacity enhancement for SME business community, bridging and building women networks across the regions have been achieved significantly through the involvements with UMFCCL, MYANWEN and YEN-D associations.

She also works as Independent Director at Early Dawn Microfinance Myanmar where she aligns management practices and board's expectations in compliance with existing legal requirements representing shareholders' interest.

Currently, she is working as an Independent Consultant with DAI for SME development project funded by USAID. The project aims to enhance the capacity of SMEs in CG area so that they can be equipped better to grasp more business opportunities.



**Dr. Tun Thura Thet** is a visiting lecturer at Master of Business Administration (MBA, EMBA) programme and Master of Banking and Finance (MBF, EMBF) programme at the Yangon University of Economics (YUEco), Master of Computer Science (MCSc) programme at the University of Computer Studies, Yangon (UCSY). He was also the NTU Convocation Speaker 2015 and the recipient of NTU Alumni Achievement Award 2021 of Nanyang Technological University, Singapore.

He is also the founder and chairman of Myanmar Information Technology Pte Ltd, the leading software development and System Integration Company in Myanmar. MIT was founded in 1997 and has been the market leader for ICT services in banking sector, retail sector, hospitality sector, healthcare sector and in digital innovation, and the winner of the ASEAN Business Award for e-ASEAN sector in 2015 and ASOCIO Outstanding ICT Company Award in 2018. He is also a co-founder and director of Myanmar ICT Development Corporation (MICT Park), an independent director of Myanmar Credit Bureau (MCB), and the vice chairman of Myanmar Computer Federation (MCF).



**Daw Wah Wah Min** is a founder and a Managing Director of Skills for Success Recruitment and Human Resource Service. she has about a decade of experience in training and social enterprise consulting, working with organizations such as the British Council Myanmar and the ILO. She is a Central Executive Committee member of Myanmar Women Entrepreneurs Association (MWEA), taking charge of the Responsible Business Committee. She won the Myanmar Women Entrepreneurs Award from MWEA and ASEAN Women Entrepreneurs Award from ASEAN Women Entrepreneurs Association. Wah Wah holds an LL.B and MBA from Yangon Institute of Economics and attended Director Certification Program from Thai IOD, Audit Committee Master Program from IFC, International Labour Standards and Corporate Responsibilities Training from International Training Centre of ILO (Turin), Human Resource Management and Industrial Relations from AOTS, Japan and Active Citizens Master Facilitators Program from the British Council in England.

