

Date: July 2020



MYANMAR INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS

Board's Standing Orders

CONTENTS

Introduction

Overview of the role of the Board

Diagram of MICPA's governance structure

- A. The Board
- B. Committees
- C. The Secretariat
- D. Roles and responsibilities of Board members
- E. Order of precedence

Appendices

- Appendix 1 Terms of reference of the Audit, Nominating and Governance and Resource Oversight Committees
- Appendix 2 Skills criteria for the Committees
- Appendix 3 Code of Practice

INTRODUCTION

Section 35 (c) of the Constitution requires the Board to adopt standing orders to regulate its proceedings each year. These standing orders apply to Board and committee meetings and the activities our staff carry out for these meetings. All Board members, staff and independent members of committees are responsible for complying with the standing orders.

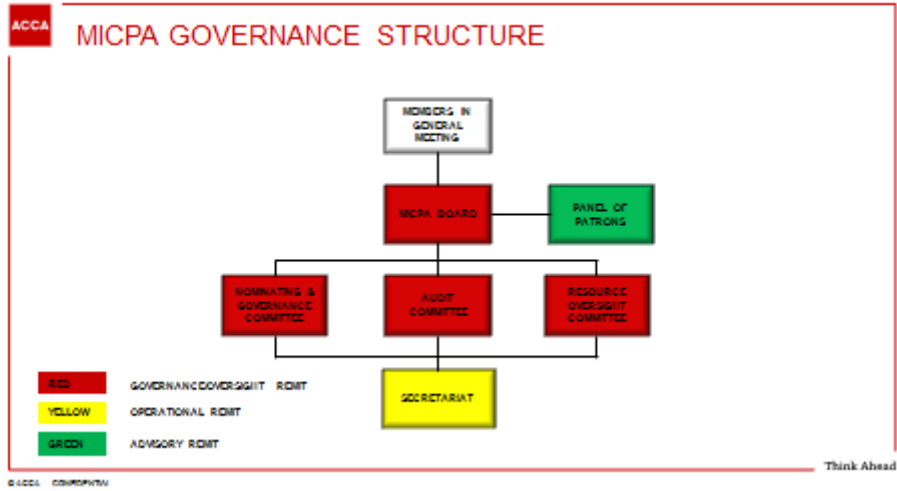
Overview of the role of the Board

The core role of the Board, which underpins all of its activities, is to ensure that MICPA delivers the vision, mission and objectives stated in the Constitution. The basis on which the Board operates is set out in full in these standing orders and the appendices to them but, in summary, the Board's responsibilities are to:

- ensure that MICPA operates in the public interest and delivers the objectives stated in its Constitution
- elect the Office Bearers
- appoint the Chief Executive
- oversee the affairs of MICPA and provide support and challenge to the chief executive officer and staff team, who together form the Secretariat
- approve MICPA's strategy and monitors its implementation
- oversee revenue and income
- approve MICPA's policy positions
- appoint a Nominating and Governance Committee to ensure that overall governance design supports the delivery of MICPA's strategy
- provide assurance to the members at large as to sound financial and general management through an Audit Committee reporting to the Board (although the appointment of external auditors is reserved to the annual Ordinary General Meeting, pursuant to section 66 of the Constitution)
- appoint a Resource Oversight Committee to report to the Board, to ensure that resource allocation is aligned with strategic direction and that there is effective oversight of operational planning.

Individual Board members undertake to be bound by the Code of Practice, which forms part of the Board's standing orders.

MICPA's Governance Structure



A. THE BOARD

1. The first meeting of each Board year is the Board meeting which takes place immediately after the Annual General Meeting. This Board Meeting deals with matters such as electing Office Bearers and approving the standing orders and committee terms of reference as the framework for the Board's business for the following year.
2. The Board meets at least quarterly at such time and place as the Board may determine and also at such other times as the Chairperson may determine.
3. The Board agrees a multi-year strategic plan for MICPA and then receives regular reports on progress against the plan.
4. The Audit and Resource Oversight Committees provide high-level written reports on each of their meetings to the next available meeting of the Board. The Nominating and Governance Committee reports on each of its meetings to the next available meeting of the Board.
5. The Board regularly seeks the views of the panel of patrons to ensure that it benefits from the valuable advice and guidance of these most distinguished and honourable members. The Board also regularly seeks feedback from the panel of patrons on stakeholder expectations, which may change over time.

B. COMMITTEES

6. The Board delegates some of its functions and powers to committees or sub-committees, and sets the terms of reference for each committee or sub-committee.

Each committee or sub-committee acts on behalf of the Board and is accountable to the Board. The Board may also create task forces to undertake specific projects or items of work on the Board's behalf, from time to time, and sets the terms of reference for each task force so created.

7. The Board appoints the Nominating and Governance Committee, the Audit Committee and the Resource Oversight Committee. Each of these three committees also contains one independent person as nominated by the panel of patrons. The terms of reference of each of these committees are set out at Appendix 1 to these standing orders.
8. Save in the case of the independent persons, the Nominating and Governance Committee makes recommendations to the Board on who it should appoint to serve on the Audit Committee and the Resource Oversight Committees. Board members are invited to say which committee(s) they would prefer to serve on, and the Nominating and Governance Committee will consider their preferences. The Nominating and Governance Committee also makes recommendations to the Board on which Board members should become MICPA's nominated representative(s) to serve on external committees and forums.
9. Nominating and Governance Committee is made up of:
 - the Chairperson (in the Chair)
 - the Vice Chairpersons
 -

- three Board members elected by the Board
- one independent person as nominated by the panel of patrons.

10. The Audit Committee and the Resource Oversight Committee are each chaired by one of the Vice Chairpersons and each consist of up to 7 elected Board members and one independent person as nominated by the panel of patrons

11. In deciding who from the Board to nominate as members of the Committees, Nominating and Governance Committee's main aim is to achieve an appropriate balance of skills and experience on each committee. This makes sure that each committee can best fulfil its terms of reference. The skills criteria for the Committees are set out at Appendix 2 to these standing orders.

12. The Nominating and Governance, Audit and Resource Oversight Committee shall meet quarterly or as deemed necessary by the members of the committee.

C. THE SECRETARIAT

13. The Secretariat is led by the chief executive officer who, in accordance with section 37 of the Constitution, has been delegated authority by the Board to manage the day-to-day operations of MICPA. The Secretariat has accountability to the Board to deliver MICPA's strategy on the Board's behalf and periodically report to the Board and relevant committees against strategic targets and objectives.

D. ROLES AND RESPONSIBILITIES OF BOARD MEMBERS

14. Board members are required to act in line with the Code of Practice which is set out at Appendix 3 to these standing orders.

E. PRECEDENCE

15. These standing orders shall remain at all times subordinate to the Constitution. In the event of any conflict, the Constitution shall take precedence.

COMMITTEE TERMS OF REFERENCE

AUDIT COMMITTEE

Audit Committee is responsible for the oversight of the audit and risk management processes.

Terms of reference

1. To review and agree the annual Accounts of MICPA and to recommend their approval to the Board.
2. To review the Annual Report and to make any observations to the Board.
3. To monitor and ensure MICPA's compliance with statutory requirements for financial reporting, including the timely preparation of financial statements.
4. To oversee the External Auditors, including making recommendations to the Board on the appointment and remuneration of the External Auditors.
5. To review the effectiveness of the internal controls established by the Secretariat including the risk management processes and oversee any internal audit function.

NOMINATING AND GOVERNANCE COMMITTEE

Nominating and Governance Committee is responsible for making nominations to the Board on the appointment of elected members to committees, and for ensuring that overall governance design and planning in MICPA supports the delivery of MICPA's strategy and supports IFAC SMO compliance.

Terms of reference

1. To make nominations to the Board on the appointment of elected members to committees and sub-committees.
2. To establish and keep under review skills criteria for members of committees.
3. To advise on the effectiveness of the Board and committee structure and ensure the governance structure continues to evolve in order to remain fit for purpose and support the delivery of strategy and meet stakeholder expectations.
4. To ensure compliance with the standing orders and the Board's Code of Practice.
5. To review, and, as necessary, make recommendations to the Board, on the additions to or amendments of the Board's standing orders (including the Code of Practice for Board members) which may from time to time be necessary and/or desirable.

RESOURCE OVERSIGHT COMMITTEE

Resource Oversight Committee is responsible for ensuring that resource utilisation is aligned with strategic direction.

Terms of reference

1. To review the effectiveness of operational budgets and plans prepared by the Secretariat to support MICPA's strategic objectives, whilst minimizing financial risks.
2. To recommend to the Board, before the end of each financial period, a budget for the following period.
3. To recommend to the Board the registration fees, annual fees and any other fees to be paid by members.
4. To ensure that MICPA operates within the budget set by the Board and undertakes activities within the timelines agreed with the Board.
5. To review and report to the Board as necessary with appropriate recommendations on the current levels of revenue and expenditure compared with the current budget.
6. To refer any shortfall in budget to the Board.

SKILLS CRITERIA FOR COMMITTEE SERVICE

Generic skills and attributes of all committee members

- ability to commit the necessary time to prepare for, attend and actively participate in meetings
- understanding of the oversight and governance role of committees, and in particular the distinction between executive and non-executive responsibilities in good corporate governance
- ability to take a strategic approach
- knowledge of and familiarity with MICPA's strategy
- articulate communicator
- ability to listen to and respect the viewpoints of others

Attributes specific to Audit Committee

- experience in the operations of a large and complex organisation
- extensive knowledge and experience of MICPA's strategy and activities
- knowledge and experience of risk management and internal control processes
- suitably inquisitive nature to ensure that matters before the committee are subject to appropriate and robust scrutiny
- recent experience/knowledge of current financial reporting/auditing standards
- awareness of good corporate governance practices
- experience of working with an audit committee.

Attributes specific to Resource Oversight Committee

- extensive knowledge and experience of MICPA's strategy and activities so as to appreciate the demands and requirements for resource allocation
- suitably inquisitive nature to ensure that matters before the Committee are subject to appropriate and robust scrutiny
- experience in the finances/operations of medium/large organisations
- appreciation of the operation of a not-for-profit entity
- practical experience in the area of business transformation/development programmes.

CODE OF PRACTICE

1. As individuals, all Board members, independent members of Committees and our staff have a duty to uphold the following values at all times:
 - a) Integrity: to be objective, reliable, accountable, responsible and truthful in all we do.
 - b) Excellence: to empower to achieve the highest level of standards and execute tasks with competence and due care that is expected.
 - c) Observance: to be compliant with all the ethical and professional codes of the accounting profession as in force from time to time.
 - d) Collaboration: to support, share and work together to achieve success and goals.
 - e) Lifelong learning: to keep pace with the latest developments in business practice, government and the accountancy profession.
2. All Board members shall comply with the requirements of professional ethics to avoid any existing or potential conflict of interest during their period of service on the Board. The duty to avoid conflict of interest shall also include indirect or implied means.
3. All Board members shall comply with the rules and regulations as governed by the prevailing Myanmar Accountancy Council Law together with its related regulations, notifications and office orders.
4. All Board members shall comply with the requirements of the International Ethics Standards Board for Accountants (IESBA).
5. All Board members shall comply with the bye-laws, rules, notifications and office orders as required by MICPA.
6. All Board members shall ensure that they do not use the confidential/inside information of MICPA for personal benefit or the benefit of any related parties.
7. All Board members shall ensure that they maintain and protect the reputation, rights and interests of MICPA and MICPA members and refrain from any conduct that discredits the profession of accountancy.
8. All Board members shall make sure that they do not use MICPA resources for personal benefit or in other ways, such as for the benefit of the organisations they work for or represent, or in any other way which has a negative effect on MICPA.