E. Responsibilities of the Board		-		T = 1
E.1	Board Duties and Responsibilities		Y/ N	Reference/ Source document
	Clearly defined board responsibilities and corporate governance policy			
E.1.1	Does the company disclose its corporate governance policy / board charter?	OECD PRINCIPLE V: Disclosure and Transparency (A) Disclosure should include, but not be limited to, material information on: 8. Governance structures and policies, in particular, the content of any corporate governance code or policy and the process by which it is implemented.	Y	Part 2, CORPORATE GOVERNANCE MANUAL
E.1.2	Are the types of decisions requiring board of directors/commissioners' approval disclosed ?	OECD PRINCIPLE VI (D)	Υ	Part 5, CORPORATE GOVERNANCE MANUAL
E.1.3	Are the roles and responsibilities of the board of directors/commissioners clearly stated ?		Y	2.1.5, Part 2, CORPORATE GOVERNANCE MANUAL
	Corporate Vision/Mission			
E.1.4	Does the company have a vision and mission statement?	OECD PRINCIPLE 6 (PS8) ICGN:3.2 Integrity ICGN:3.2 Integrity The board is responsible for overseeing the implementation and maintenance of a culture of integrity. The board should encourage a culture of integrity permeating all aspects of the co., and secure that its vision, mission and	Y	1.1, Part 1, Page 2-3 CORPORATE GOVERNANCE MANUAL
E.1.5	Has the board review the vision and mission/strategy in the last financial year?	objectives are ethically sound.	Υ	
E.1.6	Does the board of directors monitor/oversee the implementation of the corporate strategy?		Y	2.1.5.4 Part 2, Page 9- 10 , CORPORATE GOVERNANCE MANUAL
E.2	Board structure			
	Code of Ethics or Conduct			
522	Are the details of the code of ethics or conduct disclosed?	(C) The board should apply high ethical standards. It should take into account the interests of stakeholders. The board has a key role in setting the ethical tone of a company, not only by its own actions, but also in appointing and overseeing key executives and consequently the management in general. High ethical standards are in the long term interests of the company as a means to make it credible and trustworthy, not only in day-to-day operations but also with respect to longer term commitments. To make the objectives of the board clear and operational, many companies have found it useful to develop company codes of conduct based on, inter alia, professional standards and sometimes broader codes of behaviour. The latter might include a voluntary commitment by the company (including its subsidiaries) to comply with the OECD Guidelines for Multinational Enterprises which reflect all four principles contained in the ILO Declaration on Fundamental Labour Rights. Company-wide codes serve as a standard for conduct by both the board and key executives, setting the framework for the exercise of judgement in dealing with varying and often conflicting constituencies. At a minimum, the ethical code should set clear limits on the pursuit of private interests, including dealings in the shares of the company. An overall framework for ethical conduct goes beyond compliance with the law, which should always be a fundamental requirement.	Υ	2.4 Part 2, Page12, CORPORATE GOVERNANCE MANUAL
E.2.2	Does the company disclose that all directors/commissioners, senior management and employees are required to comply with the code?		Y	2.4 Part 2, Page12, CORPORATE GOVERNANCE MANUAL
E.2.3	Does the company disclose how it implements and monitors compliance with the code of ethics or conduct?		Υ	Employee Progressive Discipline and Standard of Conduct, HR Manual
	Board Structure & Composition			
E.2.4	Do independent directors/commissioners make up at least 50% of the board of directors/commissioners?	DECD PRINCIPLE VI (E) In order to exercise its duties of monitoring managerial performance, preventing conflicts of interest and balancing competing demands on the corporation, it is essential that the board is able to exercise objective judgement. In the first instance this will mean independence and objectivity with respect to management with important implications for the composition and structure of the board. Board independence in these circumstances usually requires that a sufficient number of board members will need to be independent of management. The ASX Code recommends at least a majority of independent directors, while the UK Code recommends at least half of the board, excluding the Chairman, be independent directors. The minimum of three independent directors is to ensure that companies with small boards have enough independent directors (note that stock exchange rules often require at least two independent directors).	N	

E.2.5	Are the independent directors/commissioners independent of management and major/ substantial shareholders?	OECD PRINCIPLE VI (E) In order to exercise its duties of monitoring managerial performance, preventing conflicts of interest and balancing competing demands on the corporation, it is essential that the board is able to exercise objective judgement. In the first instance this will mean independence and objectivity with respect to management with important implications for the composition and structure of the board. Board independence in these circumstances usually requires that a sufficient number of board members will need to be independent of management. The variety of board structures, ownership patterns and practices in different countries will thus require different approaches to the issue of board objectivity. In many instances objectivity requires that a sufficient number of board members not be employed by the company or its affiliates and not be closely related to the company or its management through significant economic, family or other ties. This does not prevent shareholders from being board members. In others, independence from controlling shareholders or another controlling body will need to be emphasised, in particular if the exante rights of minority shareholders are weak and opportunities to obtain redress are limited. This has led to both codes, and the law in some jurisdictions, to call for some board members to be independent of dominant shareholders, independence extending to not being their representative or having close business ties with them.	Y	Sec 6, Art V, Page 4-5, Bylaws of Caremba
E.2.6	Does the company have a term limit of nine years or less for its independent directors/commissioners?		Y	Sec 6, Art V, Page 5, Bylaws of Caremba
E.2.7	Has the company set a limit of five board seats that an individual independent/non-executive director/commissioner may hold simultaneously?	UK CODE (JUNE 2010): Non-executive directors should be appointed for specified terms subject to re-election and to statutory provisions relating to the removal of a director. Any term beyond six years for a non-executive director should be subject to particularly rigorous review, and should take into account the need for progressive refreshing of the board and to succession for appointments to the board and to senior management, so as to maintain an appropriate balance of skills and experience within the company and on the board.	Υ	Sec 6, Art V. Page 4-5. Bylaws of Caremba
E.2.8	Does the company have any independent directors/commissioners who serve on a total of more than five boards of publicly-listed companies?	OECD PRINCIPLE VI (E) (3) Board members should be able to commit themselves effectively to their responsibilities. Service on too many boards can interfere with the performance of board members. Companies may wish to consider whether multiple board memberships by the same person are compatible with effective board performance and disclose the information to shareholders.	N	
E.2.9	Does the company have any executive directors who serve on more than two boards of listed companies outside of the group?		N	
	Nominating Committee			
E.2.10	Does the company have a Nominating Committee (NC)?	OECD PRINCIPLE II (C) (3) Effective shareholder participation in key corporate governance decisions, such as the nomination and election of board members, should be facilitated. Shareholders should be able to make their views known on the remuneration policy for board members and key executives. The equity component of compensation schemes for board members and employees should be subject to shareholder approval. With respect to nomination of candidates, boards in many companies have established Mominating Committees to ensure proper compliance with established nomination procedures and to facilitate and coordinate the search for a balanced and qualified board. It is increasingly regarded as good practice in many countries for independent board members to have a key role on this committee. To further improve the selection process, the Principles also call for full disclosure of the experience and background of candidates for the board and the nomination process, which will allow an informed assessment of the abilities and suitability of each candidate. OECD PRINCIPLE VI (E) (1) Boards should consider assigning a sufficient number of non-executive board members capable of exercising independent judgement to tasks where there is a potential for conflict of interest. Examples of such key responsibilities are ensuring the integrity of financial and non-financial reporting, the review of related party transactions, nomination of board members and key executives, and board remuneration.	Y	Section 2.6.1 Page 12 GOVERNANCE MANUAL
E.2.11	Does the Nominating Committee comprise of a majority of independent directors/commissioners?		N	Elected by the General Membership, Excerpts, Minutes of the 7'th AGM meeting
E.2.12	Is the chairman of the Nominating Committee an independent director/commissioner?	This item is in most codes of corporate governance.	N	
	•	+		I

E.2.13	Does the company disclose the terms of reference/ governance structure/charter of the Nominating Committee?	OECD PRINCIPLE VI (E) (2) When committees of the board are established, their mandate, composition and working procedures should be well defined and disclosed by the board. While the use of committees may improve the work of the board they may also raise questions about the collective responsibility of the board and of individual board members. In order to evaluate the merits of board committees it is therefore important that the market receives a full and clear picture of their purpose, duties and composition. Such information is particularly important in an increasing number of jurisdictions where boards are establishing independent Audit Committees with powers to oversee the relationship with the external auditor and to act in many cases independently. Other such committees include those dealing with nomination and compensation. The accountability of the rest of the board and the board as a whole should be clear. Disclosure should not extend to committees set up to deal with, for example, confidential commercial transactions Given the responsibilities of the NC spelt out in codes of corporate governance, the NC is unlikely to be fulfilling these responsibilities effectively if it is only meeting once a year. Globally, the NC of large companies would meet several times a year.	Υ	Sec 6. Art V. Page 5. Bylaws of Caremba
E.2.14	Did the Nominating Committee meet at least twice during the year?		Υ	Sec 6, Art V, Section 1, Page 5, By laws of Caremba
E.2.15	Is the attendance of members at Nominating Committee meetings disclosed?		Y	
	Remuneration Committee/			
E.2.16	Compensation Committee Does the company have a Remuneration Committee?	OECD PRINCIPLE VI (D) (4) Aligning key executive and board remuneration with the longer term interests of the company and its shareholders. It is considered good practice in an increasing number of countries that remuneration policy and employment contracts for board members and key executives be handled by a special committee of the board comprising either wholly or a majority of independent directors. There are also calls for a Remuneration Committee that excludes executives that serve on each others' Remuneration Committees, which could lead to conflicts of interest.	Y	Sec 2.6.3 Page 13, CORPORATE, GOVERNANCE MANUAL & Art. VIII, Page 6, By Laws of CARE MBA
E.2.17	Does the Remuneration Committee comprise of a majority of independent directors/commissioners?		N	Sec 2.6.3 Page 13, CORPORATE GOVERNANCE MANUAL & Art. VIII, Page 6, By Laws of
E.2.18	Is the chairman of the Remuneration Committee an independent director/commissioner?		N	CARE MRA
E.2.19	Does the company disclose the terms of reference/ governance structure/ charter of the Remuneration Committee?	OECD PRINCIPLE VI (E) (2) When committees of the board are established, their mandate, composition and working procedures should be well defined and disclosed by the board. While the use of committees may improve the work of the board they may also raise questions about the collective responsibility of the board and of individual board members. In order to evaluate the merits of board committees it is therefore important that the market receives a full and clear picture of their purpose, duties and composition. Such information is particularly important in an increasing number of jurisdictions where boards are establishing independent Audit Committees with powers to oversee the relationship with the external auditor and to act in many cases independently. Other such committees include those dealing with nomination and compensation. The accountability of the rest of the board and the board as a whole should be clear. Disclosure should not extend to committees set up to deal with, for example, confidential commercial transactions Given the responsibilities of the Remuneration Committee (RC) which are spelt out in codes of corporate governance, the RC is unlikely to be fulfilling these responsibilities effectively if it only meets once a year. Globally, the RC of large companies would meet several times a year.	Y	Sec 2.6.3 Page 13, CORPORATE GOVERNANCE MANUAL & Art. VIII, Page 6, By Laws of CARE MBA
E.2.20	Did the Remuneration Committee meet at least twice during the year?		Υ	CORPORATE GOVERNANCE MANUAL & Art. VIII,
E.2.21	Is the attendance of members at Remuneration Committee meetings disclosed? Audit Committee		Y	

E.2.22	Does the company have an Audit Committee?	OECD PRINCIPLE VI (E) (1) Boards should consider assigning a sufficient number of non-executive board members capable of exercising independent judgement to tasks where there is a potential for conflict of interest. Examples of such key responsibilities are ensuring the integrity of financial and non-financial reporting, the review of related party transactions, nomination of board members and key executives, and board remuneration.	Y	Sectin 2.6.2 Page 12- 13. CORPORATE GOVERNANCE MANUAL
E.2.23	Does the Audit Committee comprise entirely of non-executive directors/commissioners with a majority of independent directors/commissioners?	OECD PRINCIPLE VI (E) (2) When committees of the board are established, their mandate, composition and working procedures should be well defined and disclosed by the board. While the use of committees may improve the work of the board they may also raise questions about the collective responsibility of the board and of individual board members. In order to evaluate the merits of board committees it is therefore important that the market receives a full and clear picture of their purpose, duties and composition. Such information is particularly important in the increasing number of jurisdictions where boards are establishing independent Audit Committees with powers to oversee the relationship with the external auditor and to act in many cases independently. Other such committees include those dealing with nomination and compensation. The accountability of the rest of the board and the board as a whole should be clear. Disclosure should not extend to committees set up to deal with, for example, confidential commercial transactions.	N	
E.2.24	Is the chairman of the Audit Committee an independent director/commissioner?		Υ	Sec 2.6.3 Page 12-13, CORPORATE GOVERNANCE MANUAL & Art. VII, Page 6. By Laws of Sec 2.6.3 Page 12-13,
E.2.25	Does the company disclose the terms of reference/governance structure/charter of the Audit Committee?		Υ	Sec 2.6.3 Page 12-13, CORPORATE GOVERNANCE MANUAL & Art. VII, Page 6. By Laws of
E.2.26	Does the Annual Report disclose the profile or qualifications of the Audit Committee members?	Most codes specify the need for accounting/finance expertise or experience.	Υ	
E.2.27	Does at least one of the independent directors/commissioners of the committee have accounting expertise (accounting qualification or experience)?	UK CODE (JUNE 2010) C.3.1. The board should satisfy itself that at least one member of the Audit Committee has recent and relevant financial experience. As many of the key responsibilities of the Audit Committee are accounting-related, such as oversight of financial reporting and audits, it is important to have someone specifically with accounting expertise, not just general financial expertise.	Y	Biographical Data of BOT, Annexes
E.2.28	Did the Audit Committee meet at least four times during the year?		Υ	
E.2.29	Is the attendance of members at Audit Committee meetings disclosed?		Υ	
E.2.30	and removal of the external auditor?	UK CODE (JUNE 2010) C.3.6 The Audit Committee should have primary responsibility for making a recommendation on the appointment, reappointment and removal of the external auditor. If the board does not accept the Audit Committee's recommendation, it should include in the Annual Report, and in any papers recommending appointment or re-appointment, a statement from the Audit Committee explaining the recommendation and should set out reasons why the board has taken a different position.	Y	Excerpts from the By laws. Oversight & Audit Com., Art. 7
E.3	Board Processes Board meetings and attendance			
E.3.1	Are the board of directors meeting scheduled before the start of financial year?	Scheduling board meetings before or at the beginning of the year would allow directors to plan ahead to attend such meetings, thereby helping to maximise participation, especially as non-executive directors often have other commitments. Additional ad hoc meetings can always be scheduled if and when necessary. It is common practice for boards in developed markets to schedule meetings in this way.	Y	BOT Meetings & Attendance, BOT, Annexes
E.3.2	Does the board of directors/commissioners meet at least six times during the year?	WORLDBANK PRINCIPLE 6 (VI.1.24) Does the board meet at least six times per year? INDO SCORECARD E.10. How many meetings were held in the past year? If the board met more than six times, the firm earns a 'Y' score. If four to six meetings, the firm was scored as 'fair', while less than four times was scored as 'N'	Υ	BOT Meetings & Attendance, BOT, Annexes

E.3.3	Has each of the directors/commissioners attended at least 75% of all the board meetings held during the year?	OECD PRINCIPLE VI (E) (3) Board members should be able to commit themselves effectively to their responsibilities. Specific limitations may be less important than ensuring that members of the board enjoy legitimacy and confidence in the eyes of shareholders. Achieving legitimacy would also be facilitated by the publication of attendance records for individual	Y	BOT Meetings & Attendance, BOT, Annexes
		board members (e.g. whether they have missed a significant number of meetings) and any other work undertaken on behalf of the board and the associated remuneration.		
E.3.4	Does the company require a minimum quorum of at least 2/3 for board decisions?	WORLDBANK PRINCIPLE 6 (VI.1.28) Is there a minimum quorum of at least 2/3 for board decisions to be valid?	Y	
E.3.5	Did the non-executive directors/commissioners of the company meet separately at least once during the year without any executives present?		Y	
	Access to information		•	
E.3.6	Are board papers for board of directors/commissioners meetings provided to the board at least five business days in advance of the board meeting?	OECD PRINCIPLE VI (F) In order to fulfil their responsibilities, board members should have access to accurate, relevant and timely information. Board members require relevant information on a timely basis in order to support their decision-making. Non-executive board members do not typically have the same access to information as key managers within the company. The contributions of non-executive board members to the company can be enhanced by providing access to certain key managers within the company such as, for example, the company secretary and the internal auditor, and recourse to independent external advice at the expense of the company. In order to fulfil their responsibilities, board members should ensure that they obtain accurate, relevant and timely information.	Υ	
E.3.7	Door the company corretory also	WORLDBANK PRINCIPLE 6 (VI.F.2) Does such information need to be provided to the board at least five business days in advance of the board meeting? DECD PRINCIPLE VI (F)		
E.3.7	Does the company secretary play a significant role in supporting the board in discharging its responsibilities?	ICSA Guidance on the Corporate Governance Role of the Company Secretary	Y	2.8.3 Board Secretary, Page 16, CORPORATE GOVERNANCE MANUAL
E.3.8	Is the company secretary trained in legal, accountancy or company secretarial practices?	WORLDBANK PRINCIPLE 6 (VI.D.2.12) Do company boards have a professional and qualified company secretary?	Y	Biographical Data of BOT. Annexes
	Board Appointments and Re-Election			
E.3.10	Does the company disclose the criteria used in selecting new directors/commissioners?	OECD PRINCIPLE II (c) (3) To further improve the selection process, the Principles also call for full disclosure of the experience and background of candidates for the board and the nomination process, which will allow an informed assessment of the abilities and suitability of each candidate. OECD Principle VI (D) (5) Ensuring a formal and transparent board nomination and election process. These Principles promote an active role for shareholders in the nomination and election of board members. The board has an essential role to play in ensuring that this and other aspects of the nominations and election process are respected. First, while actual procedures for nomination may differ among countries, the board or a nomination committee has a special responsibility to make sure that established procedures are transparent and respected. Second, the board has a key role in identifying potential members for the board with the appropriate knowledge, competencies and expertise to complement the existing skills of the board and thereby improve its value-adding potential for the company. In several countries there are calls for an open search process extending to a broad range of people.	Y	
1	Does the company disclose the process followed in appointing new directors/commissioners?		Y	

E.3.11	Are all the directors/commissioners subject to re-election at least once every three years?	ILGM: 2.9.1 Election of directors: Directors should be conscious of their accountability to shareholders, and many jurisdictions have mechanisms to ensure that this is in place on an ongoing basis. There are some markets however where such accountability is less apparent and in these each director should stand for election on an annual basis. Elsewhere directors should stand for election at least once every three years, though they should face evaluation more frequently. WORLDBANK PRINCIPLE 6 (VI.1.18) Can the re-election of board members be staggered over time? (Staggered boards are those where only a part of the board is re-elected at each election, e.g. only 1/3 of directors are re-elected every year.)	Y	Article V Board of Trustees, Page 3-4, By laws of CARE MBA
	Remuneration Matters	<u> </u>		
E.3.12	Does the company disclose its remuneration (fees, allowances, benefit-in-kind and other emoluments) policy/practices (i.e. the use of short term and long term incentives and performance measures) for its executive directors and CEO?	OECD PRINCIPLE VI (D) (4) Aligning key executive and board remuneration with the longer term interests of the company and its shareholders. In an increasing number of countries it is regarded as good practice for boards to develop and disclose a remuneration policy statement covering board members and key executives. Such policy statements specify the relationship between remuneration and performance, and include measurable standards that emphasise the longer run interests of the company over short term considerations. Policy statements generally tend to set conditions for payments to board members for extraboard activities, such as consulting. They also often specify terms to be observed by board members and key executives about holding and trading the stock of the company, and the procedures to be followed in granting and re-pricing of options. In some countries, policy also covers the payments to be made when terminating the contract of an executive.	Y	2.6.3 Remuneration Committee, Page 13, CORPORATE GOVERNANCE MANUAL
E.3.13	Is there disclosure of the fee structure for non-executive directors/commissioners?	UK CODE (JUNE 2010) D.1.3 Levels of remuneration for non-executive directors should reflect the time commitment and responsibilities of the role. Disclosure of fee structure for non-executive directors allows shareholders to assess if these directors are remunerated in an appropriate manner, for example, whether they are paid for taking on additional responsibilities and contributions, such as chairing committees.	N/A	
E.3.14	Do the shareholders or the Board of Directors approve the remuneration of the executive directors and/or the senior executives?	OECD PRINCIPLE VI. (D.4) The Board should fulfil certain key functions including aligning key executive and board remuneration with the longer term interests of the company and its shareholders. ICGN 2.3 (D) and (E) D. Selecting, remunerating, monitoring and where necessary replacing key executives and overseeing succession planning. E. Aligning key executives and Board remuneration with the longer term interest of the company and its shareholders.	N	
E.3.15	Do independent non-executive directors/commissioners receive options, performance shares or bonuses?	UK CODE (JUNE 2010) (D.1.3) Levels of remuneration for non-executive directors should reflect the time commitment and responsibilities of the role. Remuneration for non-executive directors should not include share options or other performance-related elements. If, by exception, options are granted, shareholder approval should be sought in advance and any shares acquired by exercise of the options should be held until at least one year after the non-executive director leaves the board. Holding of share options could be relevant to the determination of a non-executive director's independence (as set out in provision B.1.1). ASX CODE Box 8.2: Guidelines for non-executive director remuneration Companies may find it useful to consider the following when considering non-executive director remuneration: 1. Non-executive directors should normally be remunerated by way of fees, in the form of cash, noncash benefits, superannuation contributions or salary sacrifice into equity; they should not normally participate in schemes designed for the remuneration of executives. 2. Non-executive directors should not be provided with retirement henefits other	N	Art. VI, amended Article of Incorporation or Section 4, Art XI, Bylaws of CARE MBA
E.3.16	Internal Audit Does the company have a separate internal audit function?	OECD PRINCIPLE VI (D) (7) Ensuring the integrity of the corporation's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the law and relevant standards. Ensuring the integrity of the essential reporting and monitoring systems will require the board to set and enforce clear lines of responsibility and accountability throughout the organisation. The board will also need to ensure that there is appropriate oversight by senior management. One way of doing this is through an internal audit system directly reporting to the board.	Y	

E.3.21 Does the company disclose how key risks are managed? (6) Foreseeable risk factors. Disclosure of risk is most effective when it is tailored to the particular industry in question. Disclosure about the system for monitoring and managing risk is Y Thru BOT Meet increasingly regarded as good practice. E.3.22 Does the Annual Report contain a statement from the board of directors/commissioners or Audit Committee commenting on the adequacy of the company's internal controls/risk management systems? In some jurisdictions it is considered good practice for the internal auditors to report to an independent audit committee of the board or an equivalent body which is also responsible for managing the relationship with the external auditor, thereby allowing a coordinated response by creview and report to the board the most critical accounting policies which are the basis for financial reporting systems. Some countries have provided for the chair of the board to report on the internal countries have provided for the chair of the board to report on the internal countries have provided for the chair of the board to report on the internal countries have provided for the chair of the board to report on the internal countries have provided for the chair of the board to report on the internal countries have provided for the chair of the board to report on the internal countries have provided for the chair of the board to report on the internal countries have provided for the chair of the board to report on the internal countries have provided for the chair of the board to report on the internal countries have provided for the chair of the board to report on the internal countries have provided for the chair of the board to report on the internal countries have provided for the chair of the board to report on the internal countries have provided for the chair of the board to report on the internal countries have provided for the chair of the board to report on the internal countries have provided for the chair of the					
be internal auditor require the approval of the Audit Committee? In some jurnalicitions it is considered good prosicle for the internal auditors to report to an independent Audit Committee of the board or an equivalent body which is also required to the proposal of the Audit Committee. WOLDAMP PRINCIPLE ((VLD.3) Does the mineral auditors have direct and unfestered access to the board of directors and its independent Audit Committee. Under the AX Principles on CS	E.3.17	or, if outsourced, is the name of the external firm disclosed?	uncommon for it to exist more in form than in substance. For example, the in-house internal audit may be assigned to someone with other operational responsibilities. As internal audit is unregulated, unlike external audit, there are firms providing outsourced internal audit services which are not properly qualified to do so. Making the identity of the head of internal audit or the external service provider public	Υ	
E.3.19 Does the company disclose the internal control procedures/risk management systems in his in place? Insuring the integrity of the corporation's accounting and financial reporting systems, including the integrity of the corporation's accounting and financial reporting systems, including the integrity of the corporation's accounting and financial reporting systems, including the integrity of the corporation's accounting and financial reporting systems, including the integrity of the corporation's accounting and financial reporting systems, including the integrity of the corporation's accounting and financial reporting systems, including the integrity of the corporation's accounting and financial reporting systems, including the integrity of the corporation's accounting and financial reporting systems, including the integrity of the corporation's accounting and financial reporting systems, including the integrity of the corporation's accounting and financial reporting systems, including the integrity of the corporation's accounting and financial reporting systems, including the integrity of the corporation's accounting and financial reporting systems, including the integrity of the corporation's accounting and financial reporting systems, including the integrity of the corporation's accounting and financial reporting systems, including the integrity of the corporation's accounting and financial reporting systems, including the integrity of the corporation's accounting and financial reporting systems, including the integrity of the corporation's accounting and financial reporting systems, including the integrity of the corporation's accounting and financial reporting systems, including the integrity of the corporation's accounting and financial reporting systems, including the integrity of the corporation's accounting and financial reporting systems, including the integrity of the corporation's accounting and financial reporting systems, including the integrity of the corporation's accounting and financial	E.3.18	the internal auditor require the	In some jurisdictions it is considered good practice for the internal auditors to report to an independent Audit Committee of the board or an equivalent body which is also responsible for managing the relationship with the external auditor, thereby allowing a coordinated response by the board. WORLDBANK PRINCIPLE 6 (VI.D.7.9) Does the internal auditors have direct and unfettered access to the board of directors and its independent Audit Committee? ASX Principles on CG "companies should consider a second reporting line from the internal audit function to the board or relevant committee." Under the ASX Principles it is also recommended that the Audit Committee have access to internal audit without the presence of management, and that "the audit committee should recommend to the board the appointment and dismissal of	Y	
Does the company disclose the Internal accord procedure yields management systems it has in place? Passage the board of directory formalisations in the company is material control of individual procedure in place, in particular, systems for risk management, financial and operational control, and compliance with the law and relevant standards. NONE			a chief internal audit executive."		
internal control procedures/risk management systems it has in place? Insuring the integrity of the corporation's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the laws and relevant standards. In Canada and compliance with the laws and relevant standards. In Canada and controls (including operational, financial and compliance controls) and risk management systems? In Canada and compliance controls and risk management systems? In Canada and compliance controls. In Canada and period districts industry in question. Disclosure about the system for monitoring and managing risk is increasingly regarded as good practice. In Canada and compliance controls and control		_			
the board of directors/commissioners has conducted a review of the effectiveness of has conducted a review of the company's material controls (including operational, financial and compliance controls) and risk management systems? E.3.21 Does the company disclose how key risks are managed? Does the company disclose how key risks are managed? Does the Annual Report contain a statement from the board of directors/commissioners or Audit Committee commenting on the adequacy of the company's internal controls/risk management systems? Disclosure of practice, state they bave done so. The review should cover all material controls, including financial, operational and compliance controls. (6) Foreseeable risk factors. Disclosure about the system for monitoring and managing risk is increasingly regarded as good practice. E.3.22 Does the Annual Report contain a statement from the board of directors/commissioners or Audit Committee commenting on the adequacy of the company's internal controls/risk management systems? OCCD PRINCIPLE 6 (IV) (ID) (7) Ensuring the integrity of the corporation's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for smanagement financial and operational control, and compliance with the law and relevant standards. In some jurisdictions it is considered good practice for the internal auditors to report to an independent audit committee of the board or an equivalent body which is also responsible for managing the relationship with the external auditor, thereby allowing a coordinated response by the board. It should also be regarded as good practice for this committee, or the board of the most critical accounting policies which are the basis for financial reports. However, the board should retain final responsible for ensuring the integrity of the reporting systems. Some countries have provided for the chair of the board to report on the internal control process.	E.3.19	internal control procedures/risk	Ensuring the integrity of the corporation's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational	NONE	
E.3.22 Does the Annual Report contain a statement from the board of directors/commissioners or Audit Committee commenting on the adequacy of the company's internal controls/risk management systems? In some jurisdictions it is considered good practice for the internal auditors to report to an independent audit committee or an augitor policies which are the basis for financial reports. However, the board should retain final responsibility for ensuring the integrity of the corporation is systems. Some countries have provided for the chair of the board to report on the internal control process. E.4 People on the Board	E.3.20	the board of directors/commissioners has conducted a review of the company's material controls (including operational, financial and compliance controls) and risk management	C.2.1 The board should, at least annually, conduct a review of the effectiveness of the company's risk management and internal control systems and should report to shareholders that they have done so. The review should cover all material controls,	Y	Thru BOT Meeting
statement from the board of directors/commissioners or Audit Committee commenting on the adequacy of the company's internal controls/risk management systems? (7) Ensuring the integrity of the corporation's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the law and relevant standards. In some jurisdictions it is considered good practice for the internal auditors to report to an independent audit committee of the board or an equivalent body which is also responsible for managing the relationship with the external auditor, thereby allowing a coordinated response by the board. It should also be regarded as good practice for this committee, or equivalent body, to review and report to the board the most critical accounting policies which are the basis for financial reports. However, the board should retain final responsibility for ensuring the integrity of the reporting systems. Some countries have provided for the chair of the board to report on the internal control process.	E.3.21		(6) Foreseeable risk factors. Disclosure of risk is most effective when it is tailored to the particular industry in question. Disclosure about the system for monitoring and managing risk is	Y	Thru BOT Meeting
		statement from the board of directors/commissioners or Audit Committee commenting on the adequacy of the company's internal controls/risk management systems?	(7) Ensuring the integrity of the corporation's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the law and relevant standards. In some jurisdictions it is considered good practice for the internal auditors to report to an independent audit committee of the board or an equivalent body which is also responsible for managing the relationship with the external auditor, thereby allowing a coordinated response by the board. It should also be regarded as good practice for this committee, or equivalent body, to review and report to the board the most critical accounting policies which are the basis for financial reports. However, the board should retain final responsibility for ensuring the integrity of the reporting systems. Some countries have provided for the chair of the board to report on the	Y	Financial Highlights on Annual Report
	E.4				
Bourd Chairman		Board Chairman			

Company Comp					
in a matter of an observation of the control of the	E.4.1	- I			
and authorized countries can be displayed and a surface desiration, the production of the countries and the surface of the countries and t		of chairman and CEO?			
set of independent from management may be compared by the requestors of the count o			corporate affairs.		
set of independent from management may be compared by the requestors of the count o					
en en of of derif securities and man, et il time crists are canninate, by the securities and the securities					
designing a leaf our executive direct part conserver in the resistant of the motion of the conserver of the resistant of the conserver of the conserver of the resistant of the conserver of the					
disclaration is accordance of the Policy but may be regarded as policy and the properties with a second process and the properties and the properties and whose process and the properties with a second process and the properties and the properties and whose process and the properties of the properties and the properties of the process and the properties of the properties and the properties of the properties and the properties of the properties and the propert					
he pis actives an appropriate batter of power, encours accountable, and bryone the locative county of county of county of county of the county					
Incompany Company Co					
Act of the content of					
A 3.1 The orbitations doubted on appointment of the part of the color man of the same of the color of the color of the color of the same of the color of the colo			improve the board's capacity for decision making independent of management.		
A 3.1 The orbitations doubted on appointment of the part of the color man of the same of the color of the color of the color of the same of the color of the colo			LIK Code (himo 2010)		
Salt settle According to the Continued of the Same company of the Continued of the Same company is a continued of the Conti				N	
company. II., exceptionally, a beard occore that chief recentive ploud become charmon, the beard of the common and become the common of the co					
charman, the board noute creating part and the present Annual and to the present Annual Part on the Part of the Section of the Annual Part of the Section of the Annual Part of the Section of the Sectio					
as the reasons to characteristic and in the next Annual Rapper Control Rapper Rap					
Report State and Competential Part P					
ACCOUNT TO STATE OF THE CONTRIVENCE OF THE CONTRIVE					
Recommendation 3:2 The chief executive officer with ring quarky as an "independent of the same company" A branch of the executive officer with ring quarky as an "independent of the company and secretary of the executive officer with ring quarky as an "independent of the company and secretary of the executive officer with ring quarky as an "independent of the company and secretary of the same of the s					
Recommendation 3:2 The chief executive officer with ring quarky as an "independent of the same company" A branch of the executive officer with ring quarky as an "independent of the company and secretary of the executive officer with ring quarky as an "independent of the company and secretary of the executive officer with ring quarky as an "independent of the company and secretary of the same of the s			ASX Code		
the chairman an independent declaration of their own of the special period of itsels three years between centage and period of itsels three years between centage performent with the consequence of declaration of the board of the consequence					
former chef ensured will not qualify as an "independent director unless the chemical consistence of the character and independent directors and accessed in the special consistence of the character (commissions). 1.4.3 It is the character (commissions). 1.4.4 Are the role and in region/billion of the Character (commissions). 2.4.4 Are the role and in region/billion of the Character (commissions). 2.4.4 Are the role and in region/billion of the Character (commissions). 2.4.4 Are the role and in region/billion of the Character (commissions). 2.4.4 Are the role and in region/billion of the Character (commissions). 2.4.5 Best of the Character (commissions). 3.5 Best of the company is operating in commissions). 3.5 Best of the company is operating in commissions. 3.6 Best of the company is operating in commissions. 3.6 Best of the company is operating in commissions. 3.7 Best of the Character (commissions). 3.8 Best of the Character					
these has been a proof of at least three years between cassing employment with the concept and service on the board. Also the chairman is independent concept and service on the board. Also the collection of the concept and service on the board. Also the site of warming the proof of a least three years between cassing employment with the concept and service on the board. Also the site of the years' collection of the concept and service on the board. Also the real of recognition of the concept and service on the site of the concept and service on discussion, to enable the service of information to direction, and open heartern or discussion, to enable the service of information to direction, and open heartern of discussion and to provide the concept and service on the service of the service on the service of the service on the service of the service on the service			- · · · · · · · · · · · · · · · · · · ·		
Continued of the company decision is board of the company decision in the company decision is board of the company decision in the company decision is board of the company decision in the company decision is board of the company decision in the company decision is board of the company decision in the company decision is board of the company decision in the company decisi					
E.4.3 Set the charms better the company CDI in the list three years? Set to Carbon the provision of the company CDI in the list three years? Set to Carbon the company CDI in the list three years? Set to Carbon the CDI in the list three years? Set to Carbon the CDI in the list three years? Set to Color the company control the company and control three three years? Set to CDI in the list three years? Set to CDI in three years? Set to CD					
E.4.3 Sist the chairman been the company (Cifi in the list three years) Feb.	E.4.2	Is the chairman an independent			
## A14 Are the froit and responsibilities of the Chair Chairman disclosed? Are the froit and responsibilities of the Chair Chairman disclosed? Are the froit and responsibilities of the Chair Chairman disclosed? Are the froit and responsibilities of the Chair Chairman disclosed? Are the froit and responsibilities of the Part of Chairman disclosed? Are the froit and responsibilities of the Chair Chairman disclosed? Are the froit and responsibilities of the Part of Chairman disclosed of the Chairman disclosed on the Chairman dis		director/commissioner?		N	
## A14 Are the froit and responsibilities of the Chair Chairman disclosed? Are the froit and responsibilities of the Chair Chairman disclosed? Are the froit and responsibilities of the Chair Chairman disclosed? Are the froit and responsibilities of the Chair Chairman disclosed? Are the froit and responsibilities of the Part of Chairman disclosed? Are the froit and responsibilities of the Chair Chairman disclosed? Are the froit and responsibilities of the Part of Chairman disclosed of the Chairman disclosed on the Chairman dis					
An the role and responsibilities of the dual than the county function of setting the right context in terms of board and county of the chart has the crucial function of setting the right context in terms of board and county of the context of the effective board debate and discussion and to evide the construction of information to clinication, and open boardom discussions, to enable the effective board debate and discussion and to visual the defective board debate and discussion and to a context of the company (and the stoud work of the context of the company (and the company) and and the company (and the company) and the company (and the compan	E.4.3	Has the chairman been the company			
Are the role and responsibilities of the chair the chair the chair the chair and disclosed? Are the role and responsibilities of the chair of information to directors, and open boardroom discussions, to which the chair of presents of information to directors, and open boardroom discussions to which the chair of the chair o		CEO in the last three years?		N	
the charman disclosed? The chart has the crucial function of setting the right context in terms of board agreeds, the provision of information to discretize, and goed because, and goed because and discussion and to you will be controlled to the contrast you will be controlled by the control of the contrast you will be controlled by the control of the contrast you will be controlled by the control of the contrast you will be controlled by the control of the contrast you will be available to the controlled by the control of the controlled by the c					
the charman disclosed? The chart has the crucial function of setting the right context in terms of board agreeds, the provision of information to discretize, and goed because, and goed because and discussion and to you will be controlled to the contrast you will be controlled by the control of the contrast you will be controlled by the control of the contrast you will be controlled by the control of the contrast you will be controlled by the control of the contrast you will be available to the controlled by the control of the controlled by the c	E.4.4	Are the role and responsibilities of the	ICGN: 2.5 Role of the Chair		
sgends, the provision of information to directors, and upon boardroom discussions to enable the directors to generate the efficitive board debate and discussion and to provide the constructive challenge which the company needs. The chair should work a vision of the constructive challenge which the company needs. The chair should work a vision of the constructive challenge which the company needs. The chair should be available to the company of the constructive challenge which a vision of the company of the company of the constructive challenge which a vision of the company is operating in? **EAS** **Deside the company in operating in?* **Deside the company in operating in?* **Company of the company in operating in?* **Deside the company in operating in?* **Deside the company of the company in operating in?* **Deside the company of the company in operating in?* **Deside the company of the company in operating in?* **Deside the company of the co					
to enable the directors to generate the effective board debate and discussion and to provide the constructive challenge with the company nets in should work to create and maintain the culture of openness and constructive challenge with challenge which allows a deversity of versor to be expressed. The first should be available to the relative souther of the company is governance and where the company is operating or the provider to content. The chart should be available to the relative souther of the company is governance. Company Compa		1	_ = =		
provide the constructive challenge which the company meets. The char should van's or create and maintains the culture of peness and constructive challenge which allows a diversity of views to be expressed. The Chair should be available to what should be a validable to validable to a validable to validable to a validable to validable to a validable to a validable to validable validable to validable to validable vali					
E.4.5 Does at least one non-executive directory for views to be expressed. The chart should be available to shareholders for dislogue on key matters of the company's governance and where directory commissioner have prior working expressed. The chart should be available to shareholders for dislogue on key matters of the company's governance and where directory commissioner have prior working expressed in his progression that make prior working expressed in his progression of the principal features of a well governed compared to the company is sector that the company is operating in? E.4.6 Does the company disclose a board of directory commissioners diversity policy? Does the company disclose a board of directors with appropriate skill, competence of an external uffluence on any individual director, or the board is as whole. In order to provide this dependent pulsement, reasoning bulgement, and progressed confidences that indignosponding bulgements are confidences that indignosponding bulgements are considered that indignosponding bulgements are considered that the properties of an external uffluence on any individual director, or the board is as whole. In order to provide this dependent directors on each board. E.4.6 Does the company disclose a board of directors with appropriate competencie including key industry sector knowledge and experience. There should be at least a majority of independent understood of the control of the control of the board to access an advanced of the control of the board to access annually booth the objective and progress are challenged that the company have a policy that experience that the properties of the company have a policy that excourages for new company have ententation programmes for new company have a policy that excourages of rectory/commissioners to attend on going or continuous professional districtory or the progression and control or propriet board praining and outcomes and the professional districtory or the proprise to the individual company. This might include			<u> </u>	v	
allows a deversity of views to be expressed. The chair should be available to shareholders for disclapsed net by marters of the company's governance and where of shareholders have particular concerns. Comparison Compariso			I'		
Sulfis and Competencies EA.5 Does at least one non-executive director/commissioner have prior working experience in the major sector that the company is operating in? CONE_2.4.3 independence Associated in the company is operating in? CONE_2.4.3 independence and experience, and the appropriate context to encourage effective behaviours, one of the principal features of a well-governed correction in the exercise by his board of directors of independent judgment, meaning judgment in the best interests of the company director or the board as a whole. In order to provide this undependent judgment in the best interests of the corporation or any external unfluence on any individual director, or the board as a whole. In order to provide this undependent judgment in the best interests of the corporation in dependent non-standard include a strong presence of independent includes a strong presence of indep			• · · · · · · · · · · · · · · · · · · ·		2 8 1 Page 15-16
Skills and Competencies Skills and Competencies E.A.5 Does at least one non-executive director/ commissioner have prior working experience in the major sector that the company is operative skill, competence and experience, and the appropriate context to encourage effective behaviours, one of the principal features of a well-governed corporation in the best interests of the corporation, free of any external influence on any individual director, or the board as a majority of independent undependent judgement, and any individual director, or the board as a majority or independent undependent pudgement is being applied, a board should include a strong presents in notificate that independent undependent pudgement is being applied, a board should include a strong presents in order to provide this independent pudgement, and individual control of the corporation, free of any external influence on any individual director, or the board as when order to provide this independent pudgement is being applied, a board should include a strong present in order to provide this independent or executive directors on each board. E.A.6 Does the company disclose a board of directors with appropriate competencies including key industry sector knowledge and experience. Their should be at least a majority of independent on executive directors on each board. Regulations and code of corporate governance in many developed markets now incorporate board diversity as a consideration in board composition. E.S.1 Does the company have a policy that enough prevention of the policy that the programmes for new directors (normalish) many programmes for a set of the programmes for a programmes					
Skills and Competencies					
E.S. Board Performance Obes the company disclose a board of derectors of his period professional education programmes? E.S. Board Performance Obes the company have pointed professional education programmes? E.S. Company disclose a board of derectors of the piloty of independent of derectors of the board to establish a policy concerning diversity and disclose the policy or a consideration of the board to establish a policy concerning diversity and disclose the policy or a consideration of the board to establish a policy concerning diversity and disclose the policy or a consideration in board composition. E.S. Board Performance Directors Development E.S.1 Oces the company have policy that encourages diversity or company have policy that a consideration programmes for new directory (commissioners) to attend on period programmes for performance of directors or company have policy that the policy programmes for performance or directors or company have profited by the policy that the policy through the policy that the pol		Skills and Competencies	<u>'</u>	Į	- Trialitadi
director/commissioner have prior working experience in them per for working experience in the major to should be perfective that the company is operating in? Alongside appropriate skills, competence and experience, and the appropriate context to sector that the company is operating in? Alongside appropriate skills, competence and experience, and the appropriate context of corporating organization in the company is operating in? Alongside appropriate skills, competence and desperience, and the appropriate competencial, reper and indigence on any individual director, or the board as a whole. In order to provide this independent judgement in the beart independent undependent under consecutive directors with appoint deverting key industry sector knowledge and experience. There should be at least a majority of independent directors who will be a state of the company disclose a board of directors. The policy should include a strong presence of independent directors with appoint and the company in the control of directors. The policy should include a requirements for the board to assess annually both the objectives and progress in achieving them. Alongside appropriate skills, competence and experience. The policy should include experience the board to assess annually both the objectives and progress in achieving them. Alongside appropriate skills upon a policy that experience the board to assess annually both the objectives and progress in achieving them. Alongside and experience. The policy should include experience markets now incorporate board diversity as a consideration in board composition. Alongside and experience. The board to assess annually both the objectives and progress in achieving them. Alongside and experience. The board to assess annually both the objectives and progress in achieving them. Alongside and experience. The board to assess annually both the objectives and progress in achieving them. Alongside and experience. The board to assess annually both the objectives and progress in achievi	F 4 5	•	ICGN: 2.4.3 Independence		
working experience in the major sector that the company is operating in? In the company is operating in? Does the company disclose a board of directors of indicated. In dispendent judgement, meaning judgement and to generate confidence that independent judgement is being applied, a board should include a strong president programment. There should be at least a majority of independent judgement is being applied, a board should include a strong president programment and to generate confidence that independent judgement is being applied, a board should include a strong president programment in the second programment is being applied, a board should include a strong president programment in the second programment is being applied, a board should include a strong president programment in the second programment in th					
sector that the company is operating in? In a sector that the company is operating in in? In a sector that the company is operating in in? In a sector that the company is operating in in? In a sector that the company is operating in in a sector that the company is operating in in the best interests of the corporation, free of any external influence on any individual director, or the board as a whole, in order to provide this independent updgement is being applied, a board should include a manufacturing the individual system to directors on each board. E.4.6 Does the company disclose a board of directors on each board. A SX Code Grant Sector Sector in a sector in					
meaning judgement in the best interest of the corporation, free of any external influence on any individual director, or the board as a whole. In order to provise this independent judgements being applied, a board should include a strong presence of independent non-executive directors with appropriate competencies including key industry sector knowledge and experience. There should be at least a majority of independent directors on each board. E.A.6 Does the company disclose a board of directors/commissioners diversity policy? ASX Code Recommendation 3.2 Companies should establish a policy concerning diversity and disclose the policy or a summary of that policy. The policy should include requirements for the board to establish measurable objectives for archiving them. E.S. Directors Development E.S.1 Does the company have orientation programmes for new directors/commissioners? directors/commissioners? CECP PRINCIPLE VI (E) (3) Board members should be able to commit themselves effectively to their responsibilities. In order to improve board practices and the performance of its members, an increasing number of jurisdictions are necouraging companies to engage in board straining and volunter, self-evaluation, and changing commercial risks through in-house training and external courses. ECCO/Executive Management ECCO/Executive Management					
Influence on any individual director, or the board as who lies not dependent by degenent, and to generate confidence that independent to judgement is being applied, a board should include a proportion control of the company disclose a board of directors on each board. ASX Code					
E.4.6 Does the company disclose a board of directors/commissioners diversity policy? E.5.1 Does the company being a diversifience. There should be at least a majority of independent one-executive directors with appropriate competencies including key industry sector knowledge and experience. There should be at least a majority of independent directors on each board. E.5.2 Board Performance Directors Development E.5.1 Does the company have orientation programmes for new directors/commissioners? Discontinuous programmes for new directors/commissioners? Does the company have orientation programmes? Does the company have orientation programmes? Directors Development E.5.2 Does the company have policy that encourages directors/commissioners? Does the company have orientation programmes? Directors Development This item is in most codes of corporate governance. This item is in most codes of corporate governance. 3 Board Performance Does the company have a policy that encourages directors/commissioners? Obes the company have a policy that encourages directors/commissioners? In order to improve board practices and the performance of its members, an incorporate governance and the programmes of the individual company. This might include that board mess excluse appropriate skills upon appointment, and thereafter remain abreast of relevant new laws, regulations, and changing commercial risks through in-house training and external courses.					
being applied, a board should include a strong presence of independent non-executive directors with appropriate competencies including key industry sector knowledge and experience. There should be at least a majority of independent directors on each board. E.4.6 Does the company disclose a board of directors/commissioners diversity policy? Somewhat is a commendation 3.2 Companies should establish a policy concerning diversity and disclose the policy or a summary of that policy. The policy should include requirements for the board to establish measurable objectives for achieving gender diversity and for the board to establish measurable objectives for achieving gender diversity and for the board to establish measurable objectives for achieving gender diversity and for the board to establish measurable objectives for achieving gender diversity and for the board to establish measurable objectives for achieving gender diversity and for the board to establish measurable objectives for achieving gender diversity and for the board to establish measurable objectives for achieving gender diversity and for the board to establish measurable objectives for achieving gender diversity and for the board to establish measurable objectives for achieving gender diversity and for the board to establish measurable objectives for achieving gender diversity and for the board to establish measurable objectives for achieving gender diversity and for the board to establish measurable objectives for achieving gender diversity and for the board to establish measurable objectives for achieving gender diversity and for the board to establish measurable objectives for achieving gender diversity and for the board many diversity and for the board m			independent judgement, and to generate confidence that independent judgement is	Υ	
E.5. Board Performance Directors Development E.5.1 Does the company have a policy that encourages directors/commissioners? Does the company have a policy that encourages directors/commissioners to new directors/commissioners? 1.			being applied, a board should include a strong presence of independent non-		Annexes
E.4.6 Does the company disclose a board of directors/commissioners diversity policy? ASK Code Recommendation 3.2 Companies should establish a policy concerning diversity and disclose the policy or a summary of that policy. The policy should include requirements for the board to establish measurable objectives for achieving gender diversity and for the board to establish measurable objectives for achieving gender diversity and for the board to establish measurable objectives for a chieving gender diversity and for the board to establish measurable objectives for a chieving gender diversity and for the board to establish measurable objectives for a chieving gender diversity and for the board to establish measurable objectives for a chieving gender diversity and for the board to establish measurable objectives for a chieving gender diversity and for the board to establish measurable objectives for a chieving gender diversity and for the board to establish measurable objectives for a chieving gender diversity and for the board to establish measurable objectives for a chieving gender diversity and for the board to establish measurable objectives for a chieving gender diversity and for the board to establish measurable objectives for a chieving gender diversity and for the board to establish measurable objectives for a chieving gender diversity and for the board to establish measurable objectives for a chieving gender diversity and for the board to the board training and voluntary as a consideration in board composition. N/A 2.3. Part 2. Page 11. Corporate Governance. Manual E.5.2 Does the company have a policy that encourages directors/commissioners to attend on-going or continuous professional education programmes? In order to improve board practices and the performance of its members, an increasing number of jurisdictions are now encouraging companies to engage in board training and voluntary self-evaluation that meets the needs of the individual company. This might include that benefits and the performanc			executive directors with appropriate competencies including key industry sector		
E.4.6 Does the company disclose a board of directors/commissioners diversity policy? Sompanies should establish a policy concerning diversity and disclose the policy or a summary of that policy. The policy should include requirements for the board to establish measurable objectives for lawing gender diversity and for the board to establish measurable objectives for lawing gender diversity and for the board to establish measurable objectives for lawing gender diversity and for the board to establish measurable objectives for lawing gender diversity and for the board to establish measurable objectives for lawing gender diversity and for the board to establish measurable objectives for lawing gender diversity and for the board to establish measurable objectives forwing gender diversity and for the board to establish measurable objectives forwing gender diversity and for the board to establish measurable objectives forwing gender diversity and for the board to establish earn surplices in consideration in board composition Divectors Development Does the company have orientation programmes for new directors/commissioners? Does the company have a policy that encourages directors/commissioners to attend on-going or continuous professional education programmes? Does the company have a policy that encourages directors/commissioners to attend on-going or continuous professional education programmes? OECD PRINCIPLE VI (E) (3) Board members should be able to commit themselves effectively to their responsibilities. In order to improve board practices and the performance of its members, an increasing number of pursdictions are now encouraging companies to engage in board training and voluntary self-evaluation than theets the needs of the individual company. This might include that board propropriate skills upon appointment, and thereafter remain abreast of relevant new laws, regulations, and changing commercial risks through in-house training and external courses.			knowledge and experience. There should be at least a majority of independent		
Regulations and codes of corporate governance in many developed markets now incorporate board diversity as a consideration in board composition E.5. Board Performance Directors Development E.5.1 Does the company have orientation programmes for new directors/commissioners? Does the company have a policy that encourages directors/commissioners? Does the company have a policy that encourages directors/commissioners to stated on-gioing or continuous professional education programmes? In order to improve board practices and the performance of its members, an increasing number of jurisdictions are now encouraging companies to engage in board training and voluntary self-evaluation that meets the needs of the individual company. This might include that board members acquire appropriate skills upon appointment, and thereafter remain abreast of relevant new laws, regulations, and changing commercial risks through in-house training and external courses.			directors on each board.		
Regulations and codes of corporate governance in many developed markets now incorporate board diversity as a consideration in board composition E.5. Board Performance Directors Development E.5.1 Does the company have orientation programmes for new directors/commissioners? Does the company have a policy that encourages directors/commissioners? Does the company have a policy that encourages directors/commissioners to stated on-gioing or continuous professional education programmes? In order to improve board practices and the performance of its members, an increasing number of jurisdictions are now encouraging companies to engage in board training and voluntary self-evaluation that meets the needs of the individual company. This might include that board members acquire appropriate skills upon appointment, and thereafter remain abreast of relevant new laws, regulations, and changing commercial risks through in-house training and external courses.					
Regulations and codes of corporate governance in many developed markets now incorporate board diversity as a consideration in board composition E.5. Board Performance Directors Development E.5.1 Does the company have orientation programmes for new directors/commissioners? Does the company have a policy that encourages directors/commissioners? Does the company have a policy that encourages directors/commissioners to stated on-gioing or continuous professional education programmes? In order to improve board practices and the performance of its members, an increasing number of jurisdictions are now encouraging companies to engage in board training and voluntary self-evaluation that meets the needs of the individual company. This might include that board members acquire appropriate skills upon appointment, and thereafter remain abreast of relevant new laws, regulations, and changing commercial risks through in-house training and external courses.					
CEO/Executive Management Companies should establish a policy concerning diversity and disclose the policy or a summary of that policy. The policy should include requirements for the board to establish measurable objectives for achieving gender diversity and for the board to assess annually both the objectives and progress in achieving them. Regulations and codes of corporate governance in many developed markets now incorporate board diversity as a consideration in board composition E.5.1 Does the company have orientation programmes? Does the company have a policy that encourages directors/commissioners? CEO/Executive Management	E.4.6		ASX Code		
summary of that policy. The policy should include requirements for the board to establish measurable objectives for achieving gender diversity and for the board to assess annually both the objectives and progress in achieving flem. Regulations and codes of corporate governance in many developed markets now incorporate board diversity as a consideration in board composition Directors Development E.5.1 Does the company have orientation programmes for new directors/commissioners? Does the company have a policy that encourages directors/commissioners? Does the company have a policy that encourages directors/commissioners to attend on-going or continuous professional education programmes? In order to improve board practices and the performance of its members, an increasing number of jurisdictions are now encouraging companies to engage in board training and voluntary self-evaluation that meets the needs of the individual company. This might include that board members acquire appropriate skills upon appointment, and thereafter remain abreast of relevant new laws, regulations, and changing commercial risks through in-house training and external courses.		- I			
establish measurable objectives for achieving gender diversity and for the board to assess annually both the objectives and progress in achieving them. Regulations and codes of corporate governance in many developed markets now incorporate board diversity as a consideration in board composition Directors Development E.5.1 Does the company have orientation programmers for new directors/commissioners? Does the company have a policy that encourages directors/commissioners to attend on-going or continuous professional education programmers? Does the company have a policy that encourages directors/commissioners to attend on-going or continuous professional education programmers? In order to improve board practices and the performance of its members, an increasing number of jurisdictions are now encouraging companies to engage in board training and voluntary self-evaluation that meets the needs of the individual company. This might include that board members acquire appropriate skills upon appointment, and thereafter remain abreast of relevant new laws, regulations, and changing commercial risks through in-house training and external courses.		policy?			
assess annually both the objectives and progress in achieving them. Regulations and codes of corporate governance in many developed markets now incorporate board diversity as a consideration in board composition Directors Development E.5.1 Does the company have orientation programmes for new directors/commissioners? Does the company have a policy that encourages directors/commissioners to attend on-going or continuous professional education programmes? Does the company have a policy that encourages directors/commissioners to attend on-going or continuous professional education programmes? In order to improve board practices and the performance of its members, an increasing number of jurisdictions are now encouraging companies to engage in board training and voluntary self-evaluation that meets the needs of the individual company. This might include that board members acquire appropriate skills upon appointment, and thereafter remain abreast of relevant new laws, regulations, and changing commercial risks through in-house training and external courses.					
Regulations and codes of corporate governance in many developed markets now incorporate board diversity as a consideration in board composition E.5.1 Does the company have orientation programmes for new directors/commissioners? Does the company have a policy that encourages directors/commissioners to attend on-going or continuous professional education programmes? Decompany have a policy that encourages directors/commissioners to attend on-going or continuous professional education programmes? In order to improve board practices and the performance of its members, an increasing number of jurisdictions are now encouraging companies to engage in board training and enter the needs of the individual company. This might include that board members acquire appropriate skills upon appointment, and thereafter remain abreast of relevant new laws, regulations, and changing commercial risks through in-house training and external courses.					
E.5 Board Performance Directors Development E.5.1 Does the company have orientation programmes for new directors/commissioners? Does the company have a policy that encourages directors/commissioners to attend on-going or continuous professional education programmes? In order to improve board practices and the performance of its members, an increasing number of jurisdictions are now encouraging companies to engage in board training and voluntary self-evaluation that meets the needs of the individual company. This might include that board members acquire appropriate skills upon appointment, and thereafter remain abreast of relevant new laws, regulations, and changing commercial risks through in-house training and external courses.		1	assess annually both the objectives and progress in achieving them.	N/A	
E.5 Board Performance Directors Development E.5.1 Does the company have orientation programmes for new directors/commissioners? Does the company have a policy that encourages directors/commissioners to attend on-going or continuous professional education programmes? In order to improve board practices and the performance of its members, an increasing number of jurisdictions are now encouraging companies to engage in board training and voluntary self-evaluation that meets the needs of the individual company. This might include that board members acquire appropriate skills upon appointment, and thereafter remain abreast of relevant new laws, regulations, and changing commercial risks through in-house training and external courses.		1	Descriptions and and an effective to the second sec		
E.5 Board Performance Directors Development E.5.1 Does the company have orientation programmes for new directors/commissioners? Does the company have a policy that encourages directors/commissioners to attend on-going or continuous professional education programmes? Decently Item (3) Board members should be able to commit themselves effectively to their responsibilities. In order to improve board practices and the performance of its members, an increasing number of jurisdictions are now encouraging companies to engage in board training and voluntary self-evaluation that meets the needs of the individual company. This might include that board members acquire appropriate skills upon appointment, appointment, and thereafter remain abreast of relevant new laws, regulations, and changing commercial risks through in-house training and external courses.		1			
E.5.1 Does the company have a policy that encourages directors/commissioners to attend on-going or continuous professional education programmes? Does the company have a policy that encourages directors/commissioners to attend on-going or continuous professional education programmes? In order to improve board practices and the performance of its members, an increasing number of jurisdictions are now encouraging companies to engage in board training and voluntary self-evaluation that meets the needs of the individual company. This might include that board members acquire appropriate skills upon appointment, and thereafter remain abreast of relevant new laws, regulations, and changing commercial risks through in-house training and external courses.		1	incorporate board diversity as a consideration in board composition		
E.5.1 Does the company have a policy that encourages directors/commissioners to attend on-going or continuous professional education programmes? Does the company have a policy that encourages directors/commissioners to attend on-going or continuous professional education programmes? In order to improve board practices and the performance of its members, an increasing number of jurisdictions are now encouraging companies to engage in board training and voluntary self-evaluation that meets the needs of the individual company. This might include that board members acquire appropriate skills upon appointment, and thereafter remain abreast of relevant new laws, regulations, and changing commercial risks through in-house training and external courses.		1			
E.5.1 Does the company have a policy that encourages directors/commissioners to attend on-going or continuous professional education programmes? Does the company have a policy that encourages directors/commissioners to attend on-going or continuous professional education programmes? In order to improve board practices and the performance of its members, an increasing number of jurisdictions are now encouraging companies to engage in board training and voluntary self-evaluation that meets the needs of the individual company. This might include that board members acquire appropriate skills upon appointment, and thereafter remain abreast of relevant new laws, regulations, and changing commercial risks through in-house training and external courses.		1	<u> </u>	l	
E.5.1 Does the company have orientation programmes for new directors/commissioners? Does the company have a policy that encourages directors/commissioners to attend on-going or continuous professional education programmes? In order to improve board practices and the performance of its members, an increasing number of jurisdictions are now encouraging companies to engage in board training and voluntary self-evaluation that meets the needs of the individual company. This might include that board members acquire appropriate skills upon appointment, and thereafter remain abreast of relevant new laws, regulations, and changing commercial risks through in-house training and external courses.	E.5				
programmes for new directors/commissioners? E.5.2 Does the company have a policy that encourages directors/commissioners to attend on-going or continuous professional education programmes? In order to improve board practices and the performance of its members, an increasing number of jurisdictions are now encouraging companies to engage in board valuation that meets the needs of the individual company. This might include that board members acquire appropriate skills upon appointment, and thereafter remain abreast of relevant new laws, regulations, and changing commercial risks through in-house training and external courses.		'	Lancia de la companya	ı	
directors/commissioners? E.5.2 Does the company have a policy that encourages directors/commissioners to attend on-going or continuous professional education programmes? In order to improve board practices and the performance of its members, an increasing number of jurisdictions are now encouraging companies to engage in board training and voluntary self-evaluation that meets the needs of the individual company. This might include that board members acquire appropriate skills upon appointment, and thereafter remain abreast of relevant new laws, regulations, and changing commercial risks through in-house training and external courses.	E.5.1		I his item is in most codes of corporate governance.		
E.5.2 Does the company have a policy that encourages directors/commissioners to attend on-going or continuous professional education programmes? In order to improve board practices and the performance of its members, an increasing number of jurisdictions are now encouraging companies to engage in board training and voluntary self-evaluation that meets the needs of the individual company. This might include that board members acquire appropriate skills upon appointment, and thereafter remain abreast of relevant new laws, regulations, and changing commercial risks through in-house training and external courses.				.,	2.2.3 Part 2 Page 11
E.5.2 Does the company have a policy that encourages directors/commissioners to attend on-going or continuous professional education programmes? In order to improve board practices and the performance of its members, an increasing number of jurisdictions are now encouraging companies to engage in board training and voluntary self-evaluation that meets the needs of the individual company. This might include that board members acquire appropriate skills upon appointment, and thereafter remain abreast of relevant new laws, regulations, and changing commercial risks through in-house training and external courses.		uii ectors/commissioners?		ľ	
Does the company have a policy that encourages directors/commissioners to attend on-going or continuous professional education programmes? Description of the company have a policy that encourage directors/commissioners to attend on-going or continuous professional education programmes? In order to improve board practices and the performance of its members, an increasing number of jurisdictions are now encouraging companies to engage in board training and voluntary self-evaluation that meets the needs of the individual company. This might include that board members acquire appropriate skills upon appointment, and thereafter remain abreast of relevant new laws, regulations, and changing commercial risks through in-house training and external courses.		1			
encourages directors/commissioners to attend on-going or continuous professional education programmes? In order to improve board practices and the performance of its members, an increasing number of jurisdictions are now encouraging companies to engage in board training and voluntary self-evaluation that meets the needs of the individual company. This might include that board members acquire appropriate skills upon appointment, and thereafter remain abreast of relevant new laws, regulations, and changing commercial risks through in-house training and external courses.	F 5 2	Does the company have a policy that	OFCD PRINCIPLE VI (F)		
to attend on-going or continuous professional education programmes? In order to improve board practices and the performance of its members, an increasing number of jurisdictions are now encouraging companies to engage in board training and voluntary self-evaluation that meets the needs of the individual company. This might include that board members acquire appropriate skills upon appointment, and thereafter remain abreast of relevant new laws, regulations, and changing commercial risks through in-house training and external courses.	L.J.E		1		
professional education programmes? In order to improve board practices and the performance of its members, an increasing number of jurisdictions are now encouraging companies to engage in board training and voluntary self-evaluation that meets the needs of the individual company. This might include that board members acquire appropriate skills upon appointment, and thereafter remain abreast of relevant new laws, regulations, and changing commercial risks through in-house training and external courses.					
In order to improve board practices and the performance of its members, an increasing number of jurisdictions are now encouraging companies to engage in board training and voluntary self-evaluation that meets the needs of the individual company. This might include that board members acquire appropriate skills upon appointment, and thereafter remain abreast of relevant new laws, regulations, and changing commercial risks through in-house training and external courses.			- esponsionaes.		
increasing number of jurisdictions are now encouraging companies to engage in board training and voluntary self-evaluation that meets the needs of the individual company. This might include that board members acquire appropriate skills upon appointment, and thereafter remain abreast of relevant new laws, regulations, and changing commercial risks through in-house training and external courses.		p. o.casional cadeadon programmes:	In order to improve board practices and the performance of its members an		
board training and voluntary self-evaluation that meets the needs of the individual company. This might include that board members acquire appropriate skills upon appointment, and thereafter remain abreast of relevant new laws, regulations, and changing commercial risks through in-house training and external courses. **CEO/Executive Management**		1			
company. This might include that board members acquire appropriate skills upon appointment, and thereafter remain abreast of relevant new laws, regulations, and changing commercial risks through in-house training and external courses. CEO/Executive Management		1		Y	
appointment, and thereafter remain abreast of relevant new laws, regulations, and changing commercial risks through in-house training and external courses. CEO/Executive Management		1			
changing commercial risks through in-house training and external courses. CEO/Executive Management					
CEO/Executive Management					
		1			
		CFO/Executive Management	l	l	
	1	CLO/LACCULIVE IVIAIIUGEIIIEIIL			
		Appointments and Performance			

E.5.3	Does the company disclose how the board of directors/commissioners plans for the succession of the CEO/Managing Director/President and key management?	OECD PRINCIPLE VI (D) (3) Selecting, compensating, monitoring and, when necessary, replacing key executives and overseeing succession planning. In two tier board systems the supervisory board is also responsible for appointing the management board which will normally comprise most of the key executives.	Y	HR Manual Excerpts
E.5.4	Does the board of directors/commissioners conduct an annual performance assessment of the CEO/Managing Director/President?	OECD PRINCIPLE VI (D) (2). Monitoring the effectiveness of the company's governance practices and making changes as needed. Monitoring of governance by the board also includes continuous review of the internal structure of the company to ensure that there are clear lines of accountability for management throughout the organisation. In addition to requiring the monitoring and disclosure of corporate governance practices on a regular basis, a number of countries have moved to recommend or indeed mandate self-assessment by boards of their performance as well as performance reviews of individual board	Y	Sec 6.1, Part VI, Page 26, Corporate Governance Manual
	Board Appraisal			
E.5.5	Is an annual performance assessment conducted of the board of directors/commissioners?	OECD PRINCIPLE VI (D) (2)	Y	Sec 6.1, Part VI, Page 26, Corporate Governance Manual
E.5.6	Does the company disclose the process followed in conducting the board assessment?		Y	Annual Self/Peer Assessment, Annexes
E.5.7	Does the company disclose the criteria used in the board assessment?		Y	Annual Self/Peer Assessment, Annexes
	Director Appraisal		L	
E.5.8	Is an annual performance assessment conducted of individual director/commissioner?	OECD PRINCIPLE VI (D) (2)	Y	Annual Self/Peer Assessment, Annexes
E.5.9	Does the company disclose the process followed in conducting the director/commissioner assessment?		Y	Annual Self/Peer Assessment, Annexes
E.5.10	Does the company disclose the criteria used in the director/commissioner assessment?		Y	Annual Self/Peer Assessment, Annexes
	Committee Appraisal	<u> </u>		
E.5.11	Is an annual performance assessment conducted of the board of	UK CODE (JUNE 2010) B.6 Evaluation: The board should undertake a formal and rigorous annual evaluation of its own performance and that of its committees and individual directors.	Y	Annual Self/Peer Assessment, Annexes