



LEVEL 1 continued...

E. Responsibilities of the Board

Scorecard Item		Guiding Reference	Answer (Yes/No)	GLO Remarks
E.1	Board Duties and Responsibilities			
<i>Clearly defined board responsibilities and corporate governance policy</i>				
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 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.	YES	
E.1.2	Are the types of decisions requiring board of directors/commissioners' approval disclosed?	OECD Principle VI (D)	YES	
E.1.3	Are the roles and responsibilities of the board of directors/commissioners clearly stated?	OECD Principle VI: The Responsibilities of the Board (D) The board should fulfil certain key functions, including: 1. Reviewing and guiding corporate strategy, major plans of action, risk policy, annual budgets and business plans; setting performance objectives; monitoring implementation and corporate performance; and overseeing major capital		



		<p>expenditures, acquisitions and divestitures.</p> <p>2. Monitoring the effectiveness of the company’s governance practices and making changes as needed.</p> <p>3. Selecting, compensating, monitoring and, when necessary, replacing key executives and overseeing succession planning.</p> <p>4. Aligning key executive and board remuneration with the longer term interests of the company and its shareholders...</p> <p>8. Overseeing the process of disclosure and communications.</p>		
<i>Corporate Vision/Mission</i>				
E.1.4	Does the company have a vision and mission statement?	OECD Principle 6 (P58) ICGN: 3.2 Integrity		
E.1.5	Has the board reviewed the vision and mission/strategy in the last financial year?			
E.1.6	Does the board of directors monitor/oversee the implementation of the corporate strategy?	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 objectives are ethically sound.		



Scorecard Item		Guiding Reference	Answer (Yes/No)	GLO Remarks
E.2	Board Structure			
<i>Code of Ethics or Conduct</i>				
E.2.1	Are the details of the code of ethics or conduct disclosed?	OECD Principle VI (C) The board should apply high ethical standards. It should take into account the interests of stakeholders...	YES	
E.2.2	Does the company disclose that all directors/commissioners, senior management and employees are required to comply with the code?			
E.2.3	Does the company disclose how it implements and monitors compliance with the code of ethics or conduct?			
<i>Board Structure & Composition</i>				
E.2.4	Do independent directors/commissioners make up at least 50% of the board of directors/commissioners?	OECD Principle VI (E)...		
E.2.5	Are the independent directors/commissioners independent of management and major/substantial shareholders?	OECD Principle VI (E)...		
E.2.6	Does the company have a term limit of nine years or less for its independent directors/commissioners?	UK Code (June 2010)...	YES	
E.2.7	Has the company set a limit of five board seats that an individual independent/non-executive director/commissioner may hold simultaneously?	OECD Principle VI (E) (3) Board members should be able to commit themselves effectively to their responsibilities...	YES	
E.2.8	Does the company have any independent director/commissioner who serves on a total of more than five boards of publicly-listed companies?		NO	
E.2.9	Does the company have any executive director		NO	



	who serve on more than two boards of listed companies outside of the group?			
<i>Nominating Committee</i>				
E.2.10	Does the company have a Nominating Committee (NC)?	OECD Principle II (C) (3) Effective shareholder participation in key corporate decisions, such as the nomination and election of board members, should be facilitated...	YES	
E.2.11	Does the Nominating Committee comprise of a majority of independent directors/commissioners?		NO	
E.2.12	Is the chairman of the Nominating Committee an independent director/commissioner?		This item is in most codes of corporate governance.	YES
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...	YES	
E.2.14	Did the Nominating Committee meet at least twice during the year?		YES	
E.2.15	Is the attendance of members at Nominating Committee meetings disclosed?		YES	
<i>Remuneration Committee/ Compensation Committee</i>				
E.2.16	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...	YES	
E.2.17	Does the Remuneration Committee comprise of a majority of independent directors/commissioners?		NO	
E.2.18	Is the chairman of the Remuneration Committee an independent director/commissioner?		YES	
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	YES	
E.2.20	Did the Remuneration Committee meet at least twice during the year?		YES	
E.2.21	Is the attendance of members at Remuneration		YES	



	Committee meetings disclosed?	the board...		
	<i>Audit Committee?</i>			
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...	YES	
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...	YES	
E.2.24	Is the chairman of the Audit Committee an independent director/commissioner?		YES	
E.2.25	Does the company disclose the terms of reference/governance structure/charter of the Audit Committee?		YES	
E.2.26	Does the Annual Report disclose the profile or qualification of the Audit Committee members?	Most codes specify the need for accounting/finance expertise or experience.	YES	
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...	YES	
E.2.28	Did the Audit Committee meet at least four times during the year?		YES	
E.2.29	Is the attendance of members at Audit Committee meetings disclosed?		YES	
E.2.30	Does the Audit committee have primary responsibility for recommendation on the appointment, 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...		
--	--	---	--	--

Scorecard Item		Guiding Reference	Answer (Yes/No)	GLO Remarks
E.3	Board Processes			
	<i>Board meetings and attendance</i>			
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...	YES	
E.3.2	Does the board of directors/commissioners meet at least six times during the year?	World Bank Principle 6 (VI.I.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'.	YES	
E.3.3	Has each of the directors/commissioners attended	OECD Principle VI (E)	YES	



	at least 75% of all the board meetings held during the year?	(3) Board members should be able to commit themselves effectively to their responsibilities...		
E.3.4	Does the company require a minimum quorum of at least 2/3 for board decisions?	World Bank Principle 6 (VI.I.28) Is there a minimum quorum of at least 2/3 for board decisions to be valid?	YES	
E.3.5	Did the non-executive directors/commissioners of the company meet separately at least once during the year without any executives present?	World Bank Principle 6 (VI.E.1.6) Does the corporate governance framework require or encourage boards to conduct executive sessions?	NO	
<i>Access to information</i>				
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... World Bank 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?	YES	
E.3.7	Does the company secretary play a significant role in supporting the board in discharging its responsibilities?	OECD Principle VI (F) ICSA Guidance on the Corporate Governance Role of the Company Secretary	YES	
E.3.8	Is the company secretary trained in legal, accountancy or company secretarial practices?	World Bank Principle 6 (VI.D.2.12) Do company boards	YES	



		have a professional and qualified company secretary?		
<i>Board Appointments and Re-Election</i>				
E.3.9	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.	YES	
E.3.10	Does the company disclose the process followed in appointing new directors/commissioners?	OECD Principle VI (D) (5) Ensuring a formal and transparent board nomination and election process...	YES	
E.3.11	Are all the directors/commissioners subject to re-election at least once every three years?	ICGN: 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 on-going basis... World Bank Principle 6 (VI.I.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	YES	



		year.)		
<i>Remuneration Matters</i>				
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...	YES	
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...	YES	
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.	YES	



E.3.15	Do independent non-executive directors/commissioners receive options, performance shares or bonuses?	<p>UK Code (June 2010) (D.1.3) Levels of remuneration for non-executive directors should reflect the time commitment and responsibilities of the role...</p> <p>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 receive options or bonus payments. 3. Non-executive directors should not be provided with retirement benefits other than superannuation.</p>	NO	
<i>Internal Audit</i>				
E.3.16	Does the company have a separate internal audit function?	<p>OECD Principle VI (D) (7) Ensuring the integrity of the corporation's accounting and</p>	YES	



		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...		
E.3.17	Is the head of internal audit identified or, if outsourced, is the name of the external firm disclosed?	Companies often disclose that they have an internal audit but, in practice, it is not uncommon for it to exist more in form than in substance...	YES	
E.3.18	Do the appointment and removal of the internal auditor require the approval of the Audit Committee?	<p>OECD Principle VI (D) (7) 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 relations with the external auditor, thereby allowing a coordinated response by the board.</p> <p>World Bank 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?</p> <p>ASX Principles on CG</p>	YES	



		"...companies should consider a second reporting line from the internal audit function to the board or relevant committee..."		
<i>Risk Oversight</i>				
E.3.19	Does the company disclose the internal control procedures/risk management systems it has in place?	OECD Principle 6 (VI) (D) (7) Ensuring the integrity of the corporation's accounting 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...	YES	
E.3.20	Does the Annual Report disclose that the board of directors/commissioners has conducted a review of the company's material controls (including operational, financial and compliance controls) and risk management systems?	UK Code (June 2010) 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, including financial, operational and compliance controls.	YES	
E.3.21	Does the company disclose how key risks are managed?	OECD Principle V (A) (6) Foreseeable risk factors. Disclosure of risk is most effective when it is tailored to the particular industry in	YES	



		question. 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?	OECD Principle 6 (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...	YES	

Scorecard Item		Guiding Reference	Answer (Yes/No)	GLO Remarks
E.4	People on the Board			
	<i>Board Chairman</i>			
E.4.1	Do different persons assume the roles of chairman and CEO?	OECD Principle VI (E) The board should be able to exercise objective independent judgement on corporate affairs...	YES	
E.4.2	Is the chairman an independent director/commissioner?		NO	
E.4.3	Has the chairman been the company CEO in the last three years?		NO	
		UK Code (June 2010) A.3.1 The chairman should on appointment meet the		



		<p>independence criteria set out in B1.1 below. A chief executive should not go on to be a chairman of the same company...</p> <p>ASX Code Recommendation 3.2 The chief executive officer should not go on to become chair of the same company...</p>		
E.4.4	Are the role and responsibilities of the chairman disclosed?	<p>ICGN: 2.5 Role of the Chair The chair has the crucial function of setting the right context in terms of board agenda, the provision of information to directors, and open boardroom discussions, to enable the directors to generate the effective board debate and discussion and to provide the constructive challenge which the company needs...</p>	YES	
<i>Skills and Competencies</i>				
E.4.5	Does at least one non-executive director/commissioner have prior working experience in the major sector that the company is operating in?	<p>ICGN: 2.4.3 Independence Alongside appropriate skill, competence and experience, and the appropriate context to encourage effective behaviours, one of the principal features of a well-governed corporation is the exercise by its board of directors of independent judgement, meaning judgement in the best interests of the</p>	YES	



		corporation, free of any external influence on any individual director, or the board as a whole...		
E.4.6	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...	YES	

Scorecard Item		Guiding Reference	Answer (Yes/No)	GLO Remarks
E.5	Board Performance			
<i>Directors Development</i>				
E.5.1	Does the company have orientation programmes for new directors/commissioners?	This item is in most codes of corporate governance.	YES	
E.5.2	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...	YES	
<i>CEO/Executive Management Appointments and Performance</i>				
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	YES	



		executives and overseeing succession planning...		
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...	YES	
<i>Board Appraisal</i>				
E.5.5	Is an annual performance assessment conducted of the board of directors/commissioners?	OECD Principle VI (D) (2)	YES	
E.5.6	Does the company disclose the process followed in conducting the board assessment?		YES	
E.5.7	Does the company disclose the criteria used in the board assessment?		YES	
<i>Director Appraisal</i>				
E.5.8	Is an annual performance assessment conducted of individual director/commissioner?	OECD Principle VI (D) (2)	YES	
E.5.9	Does the company disclose the process followed in conducting the director/commissioner assessment?		YES	
E.5.10	Does the company disclose the criteria used in the director/commissioner assessment?		YES	
<i>Committee Appraisal</i>				
E.5.11	Is an annual performance assessment conducted of the board of directors/commissioners committees?	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.	YES	

